

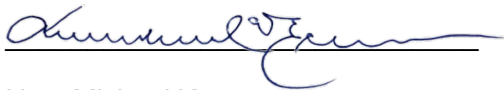
Memorandum of Understanding for Non-Board-Governed Agencies

**Memorandum of Understanding Between
the Solicitor General and
the Chair of the Ontario Police Arbitration and Adjudication
Commission
(Hereinafter called the “Commission”)**

February 2025

Signatures

I have read, understood and concur with this MOU dated February 1, 2025 and will abide by the requirements for this MOU and the AAD.

A handwritten signature in blue ink, appearing to read "Michael Kerzner", written over a horizontal line.

Hon. Michael Kerzner
Solicitor General

January 29, 2025

Date

I have read, understood and concur with this MOU dated February 1, 2025 and will abide by the requirements for this MOU and the AAD.

Sig M. Walter

Sig Walter
Commission Chair

January 16, 2025

Date

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

2. Purpose

- a. The purpose of this memorandum of understanding (MOU) is to:
 - Establish the accountability relationships between the Solicitor General and the Chair of the Ontario Police Arbitration and Adjudication Commission.
 - Clarify the roles and responsibilities of the Solicitor General, the Chair and Vice Chair(s) of the Ontario Police Arbitration and Adjudication Commission, the Deputy Solicitor General, Community Safety, and the Senior Manager, Strategic and Operational Support, who reports to the Chief Administrative Officer.
 - Clarify the operational, administrative, financial, staffing, auditing and reporting arrangements between the Ontario Police Arbitration and Adjudication Commission and the Ministry of the Solicitor General that support the accountability requirements within a framework which recognizes that the Commission makes independent decisions in accordance with the *Community Safety and Policing Act, 2019*.
- b. This MOU should be read together with Part IX of the *Community Safety and Policing Act, 2019*. This MOU does not affect, modify or limit the powers of the agency as set out under the *Community Safety and Policing Act, 2019*, or interfere with the responsibilities of any of its parties as established by law. In case of a conflict between this MOU and any act or regulation, the act or regulation prevails.
- c. This MOU replaces the memorandum of understanding between the parties dated July 5, 2024.

3. Definitions

In this MOU:

- a. “AAD” means the Agencies and Appointments Directive, issued by Management Board of Cabinet;
- b. “Act” or “CSPA” means the *Community Safety and Policing Act, 2019*, S.O. 2019, c. 1, Sched. 1, as amended, which governs the Commission;
- c. “Adjudication Committee” is a committee to select members of and maintain a roster of adjudicators who are available for appointment under subsection 147 (5) of the Act.
- d. “Agency” or “Commission” means Ontario Police Arbitration and Adjudication Commission (OPAAC);
- e. “Annual Report” means the annual report referred to in article 10.2 of this MOU;
- f. “Applicable Government Directives” means the government directives, policies, standards and guidelines that apply to the agency;
- g. “Appointee” means a member appointed to the agency, but does not mean an individual employed or appointed by the Ministry as agency operational support staff;
- h. “Arbitration Committee” is a committee to select members of and maintain a register or registers of arbitrators who are available for appointment under subsection 147 (5) of the Act
- i. “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;
- j. “Business Plan” means the annual business plan described under article 10.1 of this MOU;
- k. “CAO” means the Chief Administrative Officer of the Ministry of the Solicitor General.
- l. “Chair” means the Chair of the Ontario Police Arbitration and Adjudication Commission appointed by the Lieutenant Governor in Council;
- m. “Constituting instrument” means Part IX of the *Community Safety and Policing Act, 2019* that established the agency;
- n. “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;
- o. “Deputy minister” means the Deputy Solicitor General, Community Safety, Ministry of the Solicitor General;

- p. "Executive Council Act" means the Executive Council Act, R.S.O. 1990, c. E. 25, as amended;
- q. "FIPPA" means the Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c.F.31, as amended.
- r. "Fiscal Year" means the period from April 1 to March 31;
- s. "Government" means the Government of Ontario;
- t. "MBC" means the Management Board of Cabinet;
- u. "Member" means an appointee appointed by the Solicitor General or the Lieutenant Governor in Council to the Commission, but does not mean an individual employed or appointed by the Ministry as Commission operational support staff
- v. "Minister" means the Solicitor General 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;
- w. "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;
- x. "Ministry" means the Ministry of the Solicitor General or any successor to the Ministry;
- y. "MOU" means this Memorandum of Understanding signed by the Solicitor General and the Chair;
- z. "Municipal board" means a municipal board as defined in the CSPA.
- aa. "OPS" means the Ontario Public Service;
- bb. "President of the Treasury Board" means the President of the Treasury Board or such person who may be designated from time to time under the *Executive Council Act*;
- cc. "PSC" means the Public Service Commission;
- dd. "PSOA" means the Public Service of Ontario Act, 2006, S.O. 2006, c. 35, Sched. A, as amended;
- ee. "Regulation(s)" means regulation(s) made under the *Community Safety and Policing Act, 2019*.
- ff. "Senior Manager" means the Senior Manager, Strategic and Operational Support, who reports to the Chief Administrative Officer, Ministry of the Solicitor General, and who manages the Strategic and Operational Support unit staff employed or engaged by the Ministry to support the Commission;
- gg. "TBS" means the Treasury Board Secretariat;
- hh. "TB/MBC" means the Treasury Board/Management Board of Cabinet;
- ii. "Vice Chair" means the Vice Chair of the Commission appointed by the Lieutenant Governor in Council.

4. Agency's Legal Authority and Mandate

- a. The legal authority of the Commission is set out in Part IX of the *Community Safety and Policing Act, 2019*.
- b. The Commission's mandate is set out in Part IX of the Act, which states that the Commission's objectives are to:
 - i. Select the members of and maintain a register or registers of arbitrators who are available for appointment to conduct an arbitration under Part XIII of the Act.
 - ii. Select the members of and maintain a roster of adjudicators who are available for appointment to hold hearings under the Act.
 - iii. Assist arbitrators and adjudicators appointed by the Chair by making administrative arrangements in connection with arbitrations and adjudication hearings, including setting dates for hearings.
 - iv. Fix the fees of arbitrators appointed by the Chair under section 229 of the Act.
 - v. Sponsor the publication and distribution of information about agreements, arbitrations and awards under the Act.
 - vi. Maintain records of agreements, decisions and awards made under Part XIII of the Act.
 - vii. Any other prescribed responsibilities.
- c. In addition, as set out in section 148 of the Act, the Chair's responsibilities include the requirement to appoint adjudicators, arbitrators, and conciliation officers as required under the Act.
- d. Subsection 147 (5) of the CSPA sets out that the Commission is required to have an Arbitration Committee, an Adjudication Committee and any other committees as may be prescribed.

5. Agency Type, Function and Public Body Status

- a. The Commission is designated as a non-board-governed regulatory agency under the AAD.
- b. The Commission is prescribed as a Commission public body in accordance with Ontario Regulation 146/10 under the PSOA.

6. Corporate Status and Crown Agency Status

- a. The Commission is a Crown agency within the meaning of the *Crown Agency Act*.

- b. The Commission does not have the capacity, rights, power and privileges of a natural person for carrying out its objects, subject to the limitations placed upon it under the CSPA and/or limitations imposed by TB/MBC.

7. 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.

8. Accountability Relationships

8.1 Solicitor General

The Solicitor General is accountable:

- a. To Cabinet and the Legislative Assembly for the Commission'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 Commission's performance and compliance with government's applicable direction, including directives and operational policies.
- c. To the Cabinet for the performance of the Commission and its compliance with the government's operational policies and broad policy directions.

8.2 Chair

The Chair is accountable:

- a. To the Solicitor General for the Commission's performance in fulfilling its mandate, and for carrying out the roles and responsibilities assigned to the Chair by the CSPA, its regulations, this MOU, and applicable government directives and policies.
- b. For reporting to the Solicitor General, as requested, on the Commission's activities.
- c. For ensuring timely communications with the Solicitor General regarding any issue that affects, or can reasonably be expected to affect, the Solicitor General's responsibilities for the Commission.
- d. To the Solicitor General to confirm the agency's compliance with legislation, government directives, and applicable accounting, financial, and I&IT policies.

8.3 Vice Chair(s)

- a. Part IX of the CSPA provides that the Lieutenant Governor in Council may appoint one or more persons as Commission Vice Chair(s). A Vice Chair shall act in the place of the Commission Chair if the Commission Chair is absent or unable to act.
- b. A Vice Chair will be accountable to the Solicitor General when the Vice Chair is acting in the place of the Commission Chair and the Commission Chair is absent or unable to act and when so acting, may exercise all the powers and shall perform all the duties of the Commission Chair.
- c. The Vice Chair will be accountable to the Chair when the Vice Chair is performing any other duties assigned or delegated by the Chair, and as prescribed under the Act.

8.4 Deputy Solicitor General, Community Safety

- a. The Deputy Solicitor General, Community Safety reports to the Secretary of the Cabinet and is responsible for supporting the Solicitor General in the effective oversight of provincial agencies. The Deputy Solicitor General is accountable for the performance of the Ministry in providing administrative and organizational support to the Commission and for carrying out the roles and responsibilities assigned by the Solicitor General, the CSPA, this MOU, and applicable government directives and

policies.

- b. The Deputy Solicitor General is also accountable for attesting to TB/MBC on the Commission's compliance with applicable directives to the best of their knowledge and ability.

8.5 Senior Manager

Note that the Senior Manager and staff supporting the Senior Manager are ministry staff who are under Part III of the PSOA. Non-board-governed agencies are provided with their administrative support by the Ministry.

- a. The Senior Manager provides advisory services to the Chair to support the Chair in the management of the Commission's operations.
- b. The Senior Manager is accountable to and reports directly to the CAO of the Ministry of the Solicitor General, while providing direct support to the Chair of the commission.
- c. The staff report to and are accountable to the Senior Manager for their performance.

9. Roles and Responsibilities

9.1 Solicitor General

The Solicitor General is responsible for:

- a. Reporting and responding to the Legislative Assembly on the affairs of the Commission.
- b. Reporting and responding to TB/MBC on the Commission's performance and compliance with applicable directives, the government's operational policies and policy directions.
- c. Meeting with the Chair at least quarterly on: emerging issues and opportunities; the Commission's high risks and action plans including direction on corrective action, as required; and the Commission's business plan and capital priorities.
 - i. As a best practice, meetings are to be quarterly. The Solicitor General may delegate some of the meetings to an associate minister or parliamentary assistant. The Solicitor General should meet with the Chair at least twice per year.
 - ii. If the Solicitor General deems the Commission to be low-risk, the Solicitor General may reduce the number of meetings to twice a year, instead of quarterly.
- d. Working with the Chair to develop appropriate measures and mechanisms related to the performance of the Commission.
- e. Reviewing the advice or recommendation of the Chair on candidates for appointment or re- appointment to the Commission.

- f. Making recommendations to Cabinet and the Lieutenant Governor in Council for appointments and reappointments of the Chair and Vice Chairs, pursuant to the process for agency appointments established by legislation and/or by MBC through the AAD.
- g. Completing requirements for appointments and reappointments of the members of the Arbitration and Adjudication Committees, pursuant to the process for agency appointments established by the CSPA and/or by MBC through the AAD
- h. Determining at any time the need for a review or audit of the Commission, directing the Chair to undertake reviews or audits of the Commission on a periodic basis, and recommending to TB/MBC any change(s) to the governance or administration of the Commission resulting from any such review or audit.
- i. Signing the MOU into effect after it has been signed by the Chair.
- j. Receiving the Commission'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 Commission's business plan is made available to the public no later than 30 calendar days from approving it.
- l. Receiving the Commission's annual report and approving the report no later than 60 calendar days of the ministry's receipt of the report from the Commission.
- m. Ensuring the annual report is tabled 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 Commission.
- o. When appropriate or necessary, taking action or directing that the Commission take corrective action with respect to the Commission'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 Commission.
- q. Recommending to TB/MBC the application of the OPS Procurement Directive.
- r. Recommending to TB/MBC, where required, the merger, any change to the mandate, or dissolution of the Commission.
- s. Recommending to TB/MBC the powers to be given to, or revoked from, the Commission when a change to the Commission's mandate is being proposed.

9.2 Chair

The Chair, with administrative support of the Senior Manager, is responsible for:

- a. Adhering to the Act by ensuring that the Commission's statutory responsibilities including responsibilities in relation to the committees set out in the Act (s. 147 (5)) and the regulations are fulfilled.
- b. Providing leadership to the Commission by setting the goals, objectives, processes and

strategic directions for the Commission within its mandate, as defined by the Commission's constituting instrument.

- c. Ensuring compliance with legislative and TB/MBC policy obligations.
- d. Reporting to the Solicitor General as requested on the Commission's activities within agreed upon timelines, including an annual letter confirming the Commission's compliance with all applicable legislation, directives, and accounting, financial and I&IT policies.
- e. Meeting with the Solicitor General at least quarterly on: emerging issues and opportunities; the Commission's high risks and action plans including direction on corrective action, as required; and Commission's business plan and capital priorities.
 - i. As a best practice, meetings are to be quarterly. The Solicitor General may delegate some of the meetings to an associate minister or parliamentary assistant. The Solicitor General should meet with the Chair at least twice per year.
 - ii. If the Solicitor General deems the Commission to be low-risk, the Solicitor General may reduce the number of meetings to twice a year, instead of quarterly.
- f. Ensuring timely communications with the Solicitor General regarding any issues or events that may concern or can reasonably be expected to concern the Solicitor General in the exercise of their responsibilities relating to the Commission.
- g. Working with the Solicitor General to develop appropriate measures and mechanisms related to the performance of the Commission.
- h. Utilizing the Commission's skills matrix to advise the Solicitor General of any competency skills gaps and provide recommendations for recruitment strategies, appointments, or re-appointments as needed, including advising the Solicitor General on appointee attendance and performance.
- i. Cooperating with any review or audit of the Commission.
- j. Requesting an external audit of the financial transactions or management controls of the Commission, at the Commission's expense, if required.
- k. Advising the Solicitor General and Deputy Solicitor General, annually at minimum, on any outstanding audit recommendations/issues.
- l. Promoting harmonious labour relations in policing by identifying areas of undue conflict and having consensual meetings with representatives of Police Service Boards, Chiefs of Police, Deputy Chiefs and Presidents of Police Associations, to find mutually acceptable ways to mitigate undue conflicts.
- m. Sharing all audit engagement reports (including those prepared by their own internal audit function and/or those reported to the Commission's Chair) with the Solicitor General and Deputy Solicitor General (and when requested, with the President of the

Treasury Board).

- n. Seeking strategic policy direction for the Commission from the Solicitor General.
- o. Ensuring the implementation of actions that support the goals, objectives, and strategic direction of the Commission, and otherwise directing the affairs of the Commission so as to fulfill its mandate.
- p. Monitoring and evaluating the performance of the Commission.
- q. Signing the Commission's MOU.
- r. Submitting the Commission's business plan, budget, annual report and financial reports to the Solicitor General in accordance with the timelines specified in the applicable government directives this MOU.
- s. Ensuring that the Commission operates within its approved budget allocation in fulfilling its mandate, and that public funds are used for the purpose intended with integrity and honesty.
- t. Consulting with the Solicitor General in advance regarding any activity which may have an impact on the government and Ministry's policies, directives or procedures, or on the Commission's mandate, powers or responsibilities as set out in the Commission's constituting instrument.
- u. Reviewing and approving claims for per diems and travel expenses for members.
- v. Ensuring that appropriate management systems are in place (financial, information technology (including cyber security), human resources, procurement) for the effective administration of the Commission.
- w. 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.
- x. Making sure that an appropriate framework is in place for Commission staff and appointees to receive adequate orientation and training with respect to the business and operations of the Commission and their particular responsibilities.
- y. Making sure that Commission staff and appointees are aware of and comply with applicable government directives, and all applicable legislation.
- z. Making sure a process for responding to and resolving complaints from the public and the Commission's clients is in place.
- aa. Carrying out effective public communications and relations for the Commission as required by the Communications Protocol.
- bb. Acknowledging the importance of promoting an equitable, inclusive, accessible, anti-racist and diverse workplace within the Commission, and supporting a diverse and inclusive workplace within the Commission.

- cc. Ensuring that members are informed of their responsibilities under the PSOA with regard to the rules of ethical conduct, including the political activity rules.
- dd. Fulfilling the role of ethics executive for public servants who are government appointees to the Commission, promoting ethical conduct and ensuring that all members of the Commission 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.
- ee. Provide feedback to the CAO for the CAO's consideration in evaluating the performance of the Senior Manager and pursuant to the performance criteria established by the CAO in compliance with ministry and/or corporate guidelines.

9.3 Vice Chair(s)

- a. Part IX of the CSPA provides that the Lieutenant Governor in Council may appoint one or more persons as Commission Vice Chair(s). A Vice Chair shall act in the place of the Commission Chair if the Commission Chair is absent or unable to act.
- b. A Vice Chair will be accountable to the Solicitor General when the Vice Chair is acting in the place of the Commission Chair and the Commission Chair is absent or unable to act and when so acting, may exercise all the powers and shall perform all the duties of the Commission Chair.
- c. A Vice Chair will be accountable to the Chair when the Vice Chair is performing any other duties assigned or delegated by the Chair, and as prescribed under the Act.

9.4 Deputy Solicitor General, Community Safety

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

The Deputy Solicitor General is responsible for:

- a. Advising and assisting the Solicitor General regarding the Solicitor General's oversight responsibilities for the Commission, including informing the Solicitor General of policy direction, policies and priorities of relevance to the Commission's mandate.
- b. Advising the Solicitor General 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 Commission.
- c. Attesting to TB/MBC on the Commission's compliance with the mandatory accountability requirements set out in the AAD and other applicable directives, the government's operational policies and policy directions based on the annual letter of compliance from the Commission Chair to the Solicitor General to the best of their knowledge and ability.
- d. Reporting/responding, within prescribed timelines, to TBS on compliance tracking.
- e. Ensuring that the Senior Manager is aware of the administrative requirements of government and is compliant with them.

- f. Informing the Senior Manager, 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.
- g. Ensuring regular briefings and consultations between the Chair and the Solicitor General at least quarterly, and between the ministry staff who support the Commission and other ministry staff as needed.
- h. Providing background and supporting information for the Solicitor General's quarterly meetings with the Chair.
- i. Supporting the Solicitor General in reviewing the performance targets, measures and results of the Commission.
- j. Signing the Commission's MOU, acknowledging the Deputy Solicitor General's responsibilities.
- k. Undertaking reviews of the Commission as may be directed by the Solicitor General.
- l. Cooperating with any review of the Commission as directed by the Solicitor General or TB/MBC.
- m. Ensuring the review of and assessing the Commission's business plan and other reports.
- n. Requesting information and data as needed to fulfill obligations under the AAD.
- o. Monitoring the Commission on behalf of the Solicitor General while respecting the Commission's authority, identifying needs for corrective action where warranted, and recommending to the Solicitor General ways of resolving any issues that might arise from time to time.
- p. Providing regular feedback to the Solicitor General on the performance of the Commission.
- q. Supporting the Solicitor General and Solicitor General's Office in monitoring and tracking upcoming and existing vacancies in the Commission's membership, particularly where there is a legislated minimum number of members and to maintain quorum.
- r. Recommending to the Solicitor General, as may be necessary, the evaluation or review, including a risk-based review, of the Commission or any of its programs, or changes to the management framework or operations of the Commission].
- s. Ensuring that the Ministry and the Commission have the capacity and systems in place for on- going risk-based management, including appropriate oversight of the Commission.
- t. Ensuring that the Commission has an appropriate risk management framework and a risk management plan in place for managing risks that the Commission may encounter in meeting its program or service delivery objectives.
- u. Undertaking timely risk-based reviews of the Commission, its management or

operations, as may be directed by the Solicitor General or TB/MBC.

- v. Submitting to the Solicitor General, as part of the annual planning process, a risk assessment and management plan for each risk category.
- w. Consulting with the Commission's Chair, as needed, on matters of mutual importance including services provided by the Ministry and compliance with directives and ministry policies.
- x. Arranging for administrative, financial and other support to the Commission, as specified in this MOU.

9.5 Senior Manager

The Senior Manager or equivalent is responsible for:

- a. Managing the day-to-day financial, analytical, and administrative affairs of the Commission in accordance with the mandate of the Commission, government directives and policies, accepted business and financial practices, and this MOU.
- b. Advising the Chair on the requirements of and the Commission's compliance with the AAD, as well as other government directives and policies, and agency by-laws and policies, including annually attesting to the Chair on the agency's compliance with mandatory requirements.
- c. Applying policies and procedures so that public funds are used with integrity and honesty.
- d. Providing leadership and management to the staff who report to the Senior Manager, including human and financial resources management, in accordance with the approved business plan, accepted business and financial practices and standards, the agency's constituting instrument, and government directives.
- e. Preparing the Commission's annual business plan to be approved by the Chair prior to submission to the Solicitor General.
- f. Assisting in the preparation of the Commission's annual report as directed by the Chair.
- g. Preparing financial reports.
- h. Ensuring that an annual report is prepared for public release and posting on the Commission's website after submission to the minister, and tabling in the Legislative Assembly.
- i. Establishing and applying a financial management framework for the Commission in accordance with applicable Minister of Finance/Treasury Board controllership directives, policies and guidelines.
- j. Translating the goals, objectives and strategic directions of the Chair into operational plans and activities in accordance with the Commission's approved business plan.
- k. Ensuring that the Commission has the oversight capacity and an effective oversight framework in place for monitoring its management and operations.

- l. Keeping the Chair, informed with respect to implementation of policy and the operations of the Commission.
- m. Establishing systems to ensure that the Commission operates within its approved business plan.
- n. Ensuring that the Commission has an appropriate risk management framework and risk management plan in place as directed by the Chair.
- o. Supporting the Chair in meeting their responsibilities, including compliance with all applicable legislation, directives, policies, procedures and guidelines.
- p. Carrying out in-year monitoring of the Commission's performance and reporting on results to the Chair.
- q. Keeping the Ministry and the Chair advised on issues or events that may concern the Solicitor General, the Deputy Solicitor General and the Chair in the exercise of their responsibilities.
- r. Seeking support and advice from the Ministry, as appropriate, on Commission management issues.
- s. Establishing a system for the retention of Commission documents and for making such documents publicly available when appropriate, for complying with the *Freedom of Information and Protection of Privacy Act* and the *Archives and Recordkeeping Act, 2006*, where applicable.
- t. Undertaking timely risk-based reviews of the Commission's management and operations.
- u. Consulting with the CAO as needed, on matters of mutual importance, including services provided by the Ministry, and on government directives and ministry policies.
- v. Keeping the CAO informed about operational matters.
- w. Cooperating with a periodic review directed by the Solicitor General or TB/MBC.
- x. Promoting ethical conduct and ensuring that all ministry employees reporting to the Senior Manager 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.
- y. Keeping the Chair informed on operational matters.
- z. Preparing the Commission's annual business plan to be approved by the Chair prior to submission to the Solicitor General.
- aa. Setting and reporting on the strategic direction for the Commission according to the Commission's proposed business plan, and the Commission's annual report.

9.6 ARBITRATION AND ADJUDICATION COMMITTEE MEMBERS

- a. Members of the Arbitration Committee will be responsible for selecting members of and maintaining a register or registers of arbitrators who are available for appointment under the Act.
- b. Members of the Arbitration Committee will be responsible for fixing the fees of arbitrators and conciliation officers.
- c. Members of the Adjudication Committee will be responsible for selecting members of and maintaining a roster of adjudicators who are available for appointment under the Act.
- d. Members of the Adjudication Committee will be responsible for selecting members and maintaining a roster of adjudicators based on the requirements set out in regulation as they relate to the selection of members of the roster and maintaining the roster.
- e. Further, as provided in the regulations, members of the Adjudication Committee will also be responsible for setting the fees for adjudicators if the Solicitor General has not made a regulation setting out such fees.
- f. Arbitration and Adjudication Committee members will be accountable to the Chair.

10. Ethical Framework

- a. The members of the Commission who are appointed by the Lieutenant Governor in Council or the Solicitor General are subject to the conflict-of-interest provisions of the AAD and the conflict-of-interest provisions of the PSOA and its regulations.
- b. Members shall not use any information gained as a result of their appointment to or membership on the Commission 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 Commission, or a committee of the Commission, 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 Commission any declared conflicts of interest.
- c. The Chair, as the Ethics Executive for the Commission, is responsible for ensuring that appointees to the Commission 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 Commission.
- d. Subsection 62 (4) of the PSOA sets out that the Integrity Commissioner is the ethics executive for the Chair.

11. Reporting Requirements

11.1 Business Plan

- a. The Chair will ensure that the Solicitor General is provided annually with the Commission'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 Solicitor General. 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 Commission's fiscal year-start, and the Chair-approved business plan is to be submitted to the Solicitor General for approval no later than 30 calendar days prior to the beginning of the Commission's fiscal year.
- c. The Chair is responsible for ensuring that the Commission's business plan includes a system of performance measures and reporting on the achievement of the objectives set out in the business plan. The system must include performance goals, how they will be achieved, and targeted results and timeframes.
- d. The Chair 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.
- 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 Commission'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 Commission in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Commission. If necessary, this confidential information, included in the Solicitor General-approved business plan, may be redacted in the publicly posted version.
- h. The Solicitor General will review the Commission's annual business plan and will promptly advise the Chair whether or not they concur with the directions proposed by the Commission. The Solicitor General may advise the Chair where and in what manner the Commission's plan varies from government or ministry policy or priorities as may be

required, and the Chair will revise the Commission's plan accordingly. Business plans are only to be considered valid once the responsible Solicitor General has approved the plan and the approval has been expressed in writing.

- i. The Solicitor General will approve or provide suggested changes to the business plan no later than 30 calendar days from the Solicitor General's receipt of the report. In certain circumstances, Solicitor General approval may be given to only certain portions of a business plan as submitted by the Commission.
- j. The parties acknowledge that TB/MBC may require the Solicitor General to submit the Commission's business plan to TB/MBC for review at any time.
- k. The Chair will ensure that the Solicitor General 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 Commission's website no later than 30 calendar days from Solicitor General's approval of the plan.

11.2 Annual Reports

- a. The Chair will ensure that the Ministry is provided annually with the Commission's annual report. The annual report shall be in accordance with the requirements set out in the AAD.
- b. The Chair is responsible for ensuring that the Commission's annual report is prepared and submitted to the Ministry for approval within 90 calendar days after the Commission's fiscal year-end.
- c. The Chair, with the support of the Senior Manager will ensure that the annual report is prepared in the format specified in the AAD.
- d. 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.
- e. The Chair with the support of the Senior Manager 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 Commission in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Commission.
- f. The Solicitor General will receive and review the Commission's annual report to confirm compliance with AAD requirements and will approve the report no later than 60 calendar days from the day of receipt.
- g. The Solicitor General will table the report in the Legislative Assembly no later than 30 calendar days from approval.
- h. The Chair through the Senior Manager will ensure that the Solicitor General 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 Commission's website after the report has been tabled in the Legislature and no later than 30 calendar days from Solicitor General's approval of the report.

- i. When distributing annual reports, digital formats and channels for distribution must be used unless otherwise required (e.g., by directive, legislation).

11.3 Human Resources and Compensation

- a. The Commission will provide workforce, compensation and operational data as set out in the AAD Operational Policy.
- b. The Commission will report on HR and compensation policies in its business plans and annual reports, in accordance with the requirements of the AAD, AAD Operational Policy, and articles 11.1 and 11.2 of this MOU.
- c. The Commission will provide any other additional workforce, compensation and operational data as requested by TBS.

11.4 Other Reports

The Chair, with the support of the Senior Manager, is responsible for:

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

12. Public Posting Requirements

- a. The Commission, through the Chair, 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 Commission's website no later than the specified timelines:
 - Memorandum of understanding – 30 calendar days of signing by all parties
 - Annual business plan – 30 calendar days of Solicitor General's approval
 - Annual report – 30 calendar days of Solicitor General'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, information that would prejudice the financial or commercial interests of the Commission in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Commission.

- c. The Commission, through the Chair, will ensure that the expense information for appointees is posted on the Commission's website, in accordance with the requirements of the Travel, Meal and Hospitality Expenses Directive.
- d. The Chair will ensure that all decisions from adjudication hearings under the Act are published online as required under the Act.
- e. The Commission, through the Chair, will ensure that any other applicable public posting requirements are met.

13. 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 Commission is essential for the Solicitor General to meet their responsibilities for reporting and responding to the Legislative Assembly on the affairs of the Commission. The parties also recognize that it is essential for the Chair to be kept informed of government initiatives and broad policy directions that may affect the Commission's mandate and functions.

The Solicitor General and the Chair, therefore, agree that:

- a. The Chair will consult with the Solicitor General, in a timely manner, of all planned announcements, events or issues, including contentious matters, that concern or can be reasonably expected to concern the Solicitor General in the exercise of their responsibilities.
- b. The Solicitor General 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 Commission's mandate or functions, or which otherwise will have a significant impact on the Commission.
- c. The Solicitor General will advise the Chair, and the Chair will consult with the Solicitor General 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 Commission's mandate and functions.
- d. The Solicitor General and the Chair will meet at least quarterly on: emerging issues and opportunities; Commission high risks and action plans including direction on corrective action, as required; and Commission business plan and capital priorities.
 - i. As a best practice, meetings are to be quarterly. The Solicitor General may delegate some of the meetings to an associate minister or parliamentary

assistant. The Solicitor General should meet with the Chair at least twice per year.

- ii. If the Solicitor General deems the Commission to be low-risk, the Solicitor General may reduce the number of meetings to twice a year, instead of quarterly.
- e. The Commission 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.

14. Administrative Arrangements

14.1 Applicable Government Directives

- a. The Chair is responsible for ensuring that the Commission 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 Commission of amendments or additions to legislation, government directives, policies and guidelines that apply to the Commission; however, the Commission 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. The OPS Procurement Directive applies in full. The Procurement Directive on Advertising, Public and Media Relations and Creative Communications Services applies in full.

14.2 Administrative and Organizational Support Services (as applicable)

- a. The Deputy Solicitor General is responsible for providing the Commission with the administrative and organizational support services listed in Appendix 2 to this MOU, and for negotiating with Ontario Shared Services concerning these services, as appropriate.
- b. Appendix 2 may be reviewed at any time at the request of either party.
- c. The Deputy Solicitor General will ensure that the support or services provided to the Commission are of the same quality as those provided to the Ministry's own divisions and branches.

14.3 Legal Services

- a. Legal services to the Commission will be provided by the Ministry of the Solicitor General Legal Services Branch, which forms part of the Civil Law Division of the Ministry of the Attorney General

- b. The Commission 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 MAG Operating Policy on Acquiring and Using Legal Services.

14.4 Creation, Collection, Maintenance and Disposition of Records

- a. The Chair is responsible for ensuring that a system is in place for the creation, collection, maintenance and disposal of records.
- b. The Chair is responsible for ensuring that the Commission complies with all government legislation, directives and policies related to information and records management.
- c. The Senior Manager and the Chair shall protect the legal, fiscal and other interests of the Commission by implementing reasonable measures to ensure the ongoing viability, integrity, preservation and security of all official records created, commissioned or acquired by the Commission. This includes, but is not limited to, all electronic records, such as emails, information posted on the Commission's website(s), database data sets, and all records stored on personal computers and shared drives.
- d. The Chair is responsible for ensuring measures are implemented requiring the Ministry staff supporting the Commission to create full, accurate and reliable records that document and support significant business transactions, decisions, events, policies and programs.
- e. The Chair is responsible for ensuring that the Commission complies with the *Archives and Recordkeeping Act, 2006*.
- f. The Chair is responsible for ensuring that the Commission complies with the TB/MBC Management and Use of Information and Information Technology (I&IT) Directive, in conjunction with the Corporate Policy on Recordkeeping, as applicable.

14.5 Cyber Security

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

14.6 Intellectual Property

- a. The Chair is responsible for ensuring that the legal, financial and other interests of the government in intellectual property are protected in any contract that the Commission may enter with a third party that involves the creation of intellectual property.

14.7 Freedom of Information and Protection of Privacy

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

14.8 Service Standards

- a. The Commission 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 Commission 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 Commission 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 Commission has in place a formal process for responding to complaints about the quality of services provided by the Commission consistent with the government's service quality standards.
- e. The Commission's annual business plan will include performance measures and targets for service provision and the Commission's response to complaints.

14.9 Diversity and Inclusion

- a. The Commission, through the Chair, acknowledges the importance of promoting an equitable, inclusive, accessible, anti-racist and diverse workplace within the Commission.
- b. The Chair will support a diverse and inclusive workplace within the Commission 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 is responsible for ensuring that the Commission operates in accordance with

the Human Rights Code, Accessibility for Ontarians with Disabilities Act, 2005, French Language Services Act, and Pay Equity Act.

15. Financial Arrangements

15.1 General

- a. Consequently, the Commission is administered by the Ministry, all financial procedures for the Commission shall be in accordance with applicable government directives, ministry and corporate financial and administrative policies and procedures.
- b. When ordered to do so by the Minister of Finance and/or the President of the Treasury Board, pursuant to Section 16.4 of the Financial Administration Act, the Commission shall pay into the Consolidated Revenue Fund any money that the Minister of Finance and/or the President of the Treasury Board determines is surplus to its requirements.
- c. Pursuant to Section 28 of the Financial Administration Act, the Commission 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 Solicitor General's approval is required before seeking statutory approval from the Minister of Finance or President of the Treasury Board.
- d. The Commission's approved operating and capital allocations may be adjusted in a given year if in-year fiscal constraints are ordered by Cabinet or the Solicitor General. The Commission will be provided with notice of changes to its allocation as soon as is reasonably possible. Where the Commission must reallocate resources as a result of its operating and/or capital allocations being adjusted, the Commission shall inform and discuss the changes with the Ministry before making such changes.
- e. The Commission 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.

15.2 Funding

- a. Financial procedures of the Commission must be in accordance with TB/MBC and Ministry of Finance directives and guidelines and other applicable government direction.
- b. The Commission is required under the regulations to charge municipal boards for adjudicator fees as specified in the regulations. In addition, the Commission has the authority under the Act and its regulations to charge municipal boards for other adjudication hearing-related costs, in accordance with the Act and regulations.
- c. Costs recovered pursuant to the CSPA, and its regulations must be managed in accordance with the OPS directives, policies and procedures for recoveries and revenues

15.3 Financial Reports

- a. The Chair, with the support of the Senior Manager, will provide to the Solicitor General annual financial statements and will include them as part of the Commission's annual report. The statements will be provided in accordance with instructions issued by the Office of the Provincial Controller Division.
- b. The Commission will submit its salary information to the ministry, in accordance with the Public Sector Salary Disclosure Act, 1996.

15.4 Taxation Status: Harmonized Sales Tax (HST)

Collection/Remittance of HST

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

HST Recovery

- c. The Commission 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 Commission, subject to any restrictions specified by Finance Canada.
- d. The Commission 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 Commission 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 Commission 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.

15.5 Realty

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

16. Audit and Review Arrangements

16.1 Audits

- a. The Commission 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. The Commission 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 Solicitor General or the Chair may direct that the Commission be audited at any time. The results of such audit should be shared by the Chair with the Solicitor General, in accordance with article 9.2 of this MOU.
- d. The Commission will share all engagement reports (including those prepared by their own internal audit function and/or those reported to the Chair) with the Solicitor General and Deputy Solicitor General (and when requested, with the President of the Treasury Board). The Commission will advise the Solicitor General and Deputy Solicitor General annually, at a minimum, on any outstanding recommendations/issues.
- e. The Commission will share its approved audit plan with the Solicitor General and Deputy Solicitor General, (and when requested, with the President of the Treasury Board) to support understanding of Commission risks.
- f. The Chair may request an external audit of the financial transactions or management controls of the Commission, at the Commission's expense.

16.2 Other Reviews

- a. The Commission is subject to periodic review initiated at the discretion and direction of TB/MBC or the Solicitor General. The review may cover such matters relating to the Commission that are determined by TB/MBC or the Solicitor General, and may include the mandate, powers, governance structure and/or operations of the Commission, including finance, human resources/labour relations and Commission processes.
- b. In requiring a periodic review, the Solicitor General or TB/MBC shall determine the timing and responsibility for conducting the review, the roles of the Chair and the Solicitor General, and how any other parties are involved.
- c. A mandate review of the Commission will be conducted at least once every six years. The next review will be completed at a date determined by TBS.
- d. The Solicitor General will consult the Chair as appropriate during any such review.
- e. The Chair will cooperate in any review.
- f. In the event of a review initiated at the direction of the Solicitor General, the Solicitor General shall submit any recommendations for change that are developed from the results of the review regarding the Commission to TB/MBC for consideration.

17. Staffing and Appointments

17.1 Staffing Requirements

- a. The Ministry will provide the Commission with administrative services and program analysis as required through the Commission's operational support unit, Corporate Services Division, sufficient to ensure the efficient and effective administration of the Commission.
- b. The Commission's operational support unit, Corporate Services Division, will develop job descriptions for the staff providing administrative services to the Commission, in consultation with the Chair.
- c. The specific administrative support services to be provided by the Ministry to the Commission are identified in Appendix 2 to this MOU.
- d. The Ministry is responsible for providing administrative support to the operation of the Commission, including the preparation of cheques and maintenance of financial records.
- e. Ministry employees are assigned to the Commission as and when required.

17.2 Appointments

- a. The Chair and Vice Chair(s) are appointed by the Lieutenant Governor in Council on the recommendation of the Solicitor General pursuant to subsection 147 (9) and in accordance with subsection 147 (10) of the Act. There is no fixed term of appointment.

- b. The members of the Commission, other than the Chair and Vice Chair(s), are appointed by the Solicitor General pursuant to subsection 147 (2) of the CSPA, and subsection 2 (1) (Arbitration Committee) or subsection 3 (1) (Adjudication Committee) of O. Reg. 403/23.
- c. The membership of the Commission is determined by O. Reg. 403/23. The regulation specifies the type and number of members of the Arbitration and Adjudication Committees. The Commission's membership includes the members of these committees and any Vice Chair(s) appointed under s. 147 (9) of the CSPA. There is no maximum number of Vice Chairs.
- d. The Chair must utilize the Commission's skills matrix and recruitment strategy in advising the Solicitor General of any competency skills gaps and providing any recommendations for appointments or re-appointments, including advising the Solicitor General on appointee attendance and performance.
- e. As per section 3.2.2 of the AAD, the term of appointment for the Chair, Vice Chair(s), and members is a maximum of ten years in total as follows:
 - i. There will be an initial appointment for a period of up to two years. The two-year period may be waived at the discretion of the Solicitor General.
 - ii. Where the initial two-year appointment is not waived, the Chair, Vice Chair(s), or members are eligible for re-appointment for a term of up to three years.
 - iii. After completion of a term or terms totaling five years, the Chair, Vice Chair(s), or members are eligible for re-appointment for a further term of up to five years.
 - iv. The decision to reappoint the Vice Chair(s) and members is subject to the recommendation of the Chair, and all reappointments of members will be in accordance with subsection 147 (2) of the CSPA, and subsection 2 (1) (Arbitration Committee) or subsection 3 (1) (Adjudication Committee) of O. Reg. 403/23.
 - v. There is no obligation on the government to re-appoint individuals for subsequent terms at the conclusion of any appointment.
 - vi. Re-appointment to a further additional term beyond the maximum of ten years in total, may only be made in exceptional circumstances in the public interest, considering the recruitment approach taken to find new candidates, as appropriate.

17.3 Remuneration

- a. Remuneration for appointees is set by the Lieutenant Governor in Council in the remuneration order-in-council.
- b. As set out in order in council 1733/2023, the Chair is remunerated at a per diem rate of \$744, the Vice Chair(s) are each remunerated at a per diem rate of \$583, and the other members are each remunerated at a per diem rate of \$472.

- c. The Commission's appointees 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.

18. Risk Management, Liability Protection and Insurance

18.1 Risk Management

The Solicitor General and the Ministry are accountable for working with the Commission to ensure effective management of risks. The Ministry and Commission will meet to discuss the Commission's high risks and action plans including direction on corrective action.

The Chair is responsible for ensuring that a risk management strategy is developed and in place for the Commission, in accordance with the AAD and the OPS Enterprise Risk Management Directive and Risk Management process.

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

18.1.1 Artificial Intelligence Risk Management

The Chair 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 Commission shall implement AI risk management in alignment with the requirements outlined in Section 6.3 of the Responsible Use of Artificial Intelligence Directive.
 - i. The Commission shall ensure the management of technology risks in a documented and appropriate manner.
 - ii. The Commission will identify threats and risks, assess their potential impact, severity and likelihood, and document the risks and actions taken to address them.
- b. The Commission shall ensure that a business process exists to document their ongoing efforts to treat (resolve, mitigate, or accept) risks throughout the technology lifecycle.
- c. The Commission shall publish a list of AI use cases as part of the Business Plan.
- d. The Commission 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 Commission 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.

18.2 Liability Protection and Insurance

- a. The operations of the Commission are covered under the Government of Ontario's General and Road Liability Protection Program (GRLPP) for bodily injury, personal injury, property damage and advertising liability claims made by third parties, subject to the parameters of the GRLPP.

19. Compliance and Corrective Actions

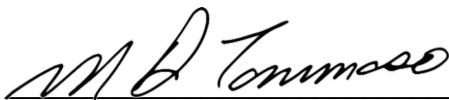
- a. Open and consistent communication between the Commission and their responsible ministry helps ensure that government priorities and direction are clearly understood and helps to manage risks or issues as they arise.
- b. Situations may arise through the course of monitoring where corrective action is required. Corrective action refers to the steps taken to remedy non-compliance with this directive. Corrective action supports the Commission 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 Commission's non-compliance continues. It is important that ministries document all actions and provide timely and clear communication to the Commission's Chair relating to potential corrective actions. This may include letters of direction by the Solicitor General 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.

20. Effective Date, Duration and Review of the MOU

- a. This MOU becomes effective on the date it is signed by the Solicitor General 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 Solicitor General, Deputy Solicitor General, or the Chair of the Commission, 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.

A handwritten signature in black ink, appearing to read "MD Tommaso", written over a horizontal line.

Mario Di Tommaso
Deputy Solicitor General, Community Safety

January 23, 2025

Date

Appendix 1: Public Communications Protocol

1. Purpose

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

The communications protocol applies to both the Commission's implementation of its legislated mandate and the promotion of the work it does. It will also support the Solicitor General'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 Solicitor General or government. Contentious issues may be raised by:
 - Members of the Legislative Assembly
 - The public
 - Media
 - Stakeholders
 - Service delivery partners.

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

4. The Ministry and the Commission will appoint persons to serve as public communications "leads".
 - The Ministry Lead is the Director of Communications or designate
 - The Commission Lead is the Chair.

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 Commission and its programs that do not have direct implications for either the Ministry or the government.
 - 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 announcements 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 Solicitor General messaging on government priorities would enhance the Commission'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 Chair 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 Commission must request approval of communications products seven (7) business days prior to the date required.
 - Final approval is required from the Solicitor General's office and will be sought via the Ministry Lead. If the Commission were not to receive comments or approval from the Solicitor General's Office or Ministry Lead within forty-eight (48) hours of the date on which the item is to be issued, the Commission 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 Solicitor General or government.
 - The Chair will notify the Ministry Lead immediately upon becoming aware of the issue and will notify the Solicitor General's Office simultaneously. The Ministry Lead may also advise the Commission of contentious issues that require attention. The Commission will provide all required background information on the issue to the Ministry Lead, who will arrange to have a contentious issues

note prepared.

- The Commission must obtain Ministry approval prior to issuing media responses or news releases in this category. The Commission 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 Solicitor General's Office.

6. Advertising

- To deliver on the long-range demands of planning advertising, the Commission will provide the Ministry with its annual marketing plan three (3) months in advance of its start date (on the Commission's fiscal year).
- The Commission to share campaign briefs with the Ministry a minimum of two (2) weeks in advance of briefing creative/media (Commission) partners. Ministry to ensure alignment on campaign objectives and messaging.
- Advertising materials and campaigns can be reviewed by the Ministry's Solicitor General's Office.
- Final messaging and creative to be shared with the Ministry at least two (2) weeks before going live.

Appendix 2: Administrative or Organizational Support Services

The Deputy Solicitor General is responsible for ensuring that the Ministry provides the following administrative support services to the agency:

- a. Financial administration: pay and benefits administration, accounts payable and technical advice, purchasing, central mail and printing services, and records and forms advisory services
- b. Human resource services: classification, advice and consultation regarding recruitment procedures and staff relations, job description writing, career counselling and staff development, and advice and consultation regarding corporate initiatives such as occupational health and safety
- c. Information technology and telecommunications services: advice, consultation and support
- d. Internal audit: financial compliance, management, human resource and information systems audits, operational reviews, and special investigations as required
- e. Accommodation: planning, including lease renewals
- f. Freedom of information program services
- g. French language services translation and interpretation services
- h. Business planning
- i. Performance measurement and program evaluation
- j. Communications and marketing