

**Memorandum of Understanding**

**Between**

**Minister of Health**

**and**

**Chair of South West Local Health Integration Network  
operating as Home and Community Care Support Services  
South West**

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The parties to this Memorandum of Understanding (MOU) agree to the following:

## 1. Purpose

- a. The purpose of this MOU is to:
  - establish the accountability relationships between the Minister and the Chair on behalf of the Agency.
  - clarify the roles and responsibilities of the Minister, the Chair, the Deputy Minister, the Agency's CEO, and the Agency's Board; and
  - clarify the operational, administrative, financial, staffing, auditing and reporting arrangements between the Agency and the Ministry.
- b. This MOU should be read together with *the Local Health System Integration Act, 2006* (LHSIA), *the Connecting Care Act, 2019* (CCA) and any successor legislation, and the Accountability Agreement. This MOU does not affect, modify or limit the powers of the Agency as set out under LHSIA, CCA or interfere with the responsibilities of any of its parties as established by law. This MOU shall not limit in any way the ability, authority and obligation of the Board to manage the Agency in accordance with the legal duties and responsibilities of the Board, including any duties of care or fiduciary duties. 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 October 15, 2021.

## 2. Definitions

In this MOU, including section 1 above:

- a. "**AAD**" means the Treasury Board/Management Board of Cabinet Agencies & Appointments Directive;
- b. "**Accountability Agreement**" means the agreement between the Minister and the Agency required by section 18 of LHSIA that contains terms and conditions which are in addition to the terms and conditions contained in the MOU as further described in section 11 of this MOU;
- c. "**Agency**" means the South West Local Health Integration Network, operating as Home and Community Care Support Services South West;
- d. "**Agencies**" means all Local Health Integration Networks;
- e. "**Annual Business Plan**" means the annual business plan described under section 10.1 of this MOU;
- f. "**Annual Report**" means the annual report referred to in section 10.2 of this MOU;

- g. **“Applicable Government Directives”** means the Government directives, policies, standards and guidelines that apply to the Agency, as may be amended or replaced from time to time, and includes those listed in Appendix B to this MOU;
- h. **“Approved and Designated Ontario Health Teams”** refers collectively to Approved Ontario Health Teams and Designated Ontario Health Teams;
- i. **“Approved Ontario Health Team”** means a person, entity or group of persons or entities that has been authorized in writing by the Minister to use the title “Ontario Health Team”, but which has not yet been designated under section 29 of the CCA;
- j. **“Board”** means the board of directors of the South West Local Health Integration Network;
- k. **“CCA”** means the *Connecting Care Act, 2019*, S.O. 2019, c. 5, Sched.1, as amended and the regulations thereunder;
- l. **“CEO”** means the chief executive officer of the South West Local Health Integration Network;
- m. **“Chair”** means the Chair of the South West Local Health Integration Network;
- n. **“Client Services”** means the following services provided by the Agency:
- the home and community care services the Minister is funding the Agency to provide in accordance with the CCA,
  - long-term care home placement co-ordination services as a placement co-ordinator designated by the Minister of Long-Term Care under the FLTCA;
  - management of the placement of persons into supportive housing programs, complex continuing care and rehabilitation beds in hospitals, and other programs and places where home and community care services are provided pursuant to funding under the CCA;
  - providing information to the public about, and making referrals to, health and social services;
  - the Health Care Connect Program; and
  - all other services set out in agreements such as administrative support services to health service providers funded by Ontario Health to provide home and community care services under the CCA.
- o. **“Common Issue”** means an issue, policy or other matter on which the Agencies want or are required by the Ministry to have a common position;
- p. **“Conflict of Interest Rules”** means the rules set out in Ontario Regulation 381/07 or the rules approved by the Integrity Commissioner for the Agencies and published on the Integrity Commissioner’s website as the case may be;
- q. **“Deputy Minister”** means the Deputy Minister of Health;
- r. **“Designated Executive”** means designated executive defined in the *Broader Public Sector Executive Compensation Act, 2014*, S.O. 2014, c. 13, Sched. 1, as amended;

- s. **“Designated Ontario Health Team”** means a person or entity, or a group of persons or entities, designated by the Minister as an Ontario Health Team under section 29 of the CCA;
- t. **“Executive Council Act”** means the *Executive Council Act*, R.S.O. 1990, c. E. 25, as amended;
- u. **“FIPPA”** means the *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c.F.31, as amended;
- v. **“Fiscal Year”** means the period from April 1 to March 31;
- w. **“FLTCA”** means the *Fixing Long-Term Care Act, 2021*, S.O. 2021, c. 39, as amended and the regulations thereunder;
- x. **“Government”** means the Government of Ontario;
- y. **“Health Care Connect Program”** means the program that refers Ontarians who do not have a primary care physician to a physician who may be accepting new patients.
- z. **“LHSIA”** means the *Local Health System Integration Act, 2006*, S.O. 2006, c. 4, as amended;
- aa. **“Local Health Integration Network”** or **“LHIN”** means a local health integration network as defined in section 2 of LHSIA and operating as Home and Community Care Support Services, and if LHSIA is repealed, means such a network as it was defined in LHSIA immediately before the repeal;
- bb. **“Mandate Letter”** means the letter from the Minister to the Agency establishing the Agency’s priorities for the coming Fiscal Year;
- cc. **“MBC”** means the Management Board of Cabinet;
- dd. **“Member”** means a person appointed to the Board of the South West Local Health Integration Network by the Lieutenant Governor in Council;
- ee. **“Minister”** means the Minister of Health 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*;
- ff. **“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*;
- gg. **“Ministry”** means the Ministry of Health or any successor to the Ministry;
- hh. **“MOU”** means this memorandum of understanding signed by the Minister and the Chair;
- ii. **“Ontario Health”** means the corporation without share capital continued under the CCA under the name Ontario Health;
- jj. **“Ontario Health - Shared Services”** means the shared services that Ontario Health delivers or provides in support of key Agency functions in accordance with the objects of Ontario Health set out in Ontario Regulation 376/19 under the CCA, the Shared Services

Memorandum of Understanding between the Agency and Ontario Health, and the accountability agreement between the Ministry and Ontario Health;

- kk. “**Other Shared Service**” means a service that is required, used or can be available for use by all Agencies but not delivered by Ontario Health;
- ll. “**PHIPA**” means the *Personal Health Information Protection Act, 2004*, S.O. 2004, c.3, Sched. A, as amended;
- mm. “**President of the Treasury Board**” means the President of the Treasury Board or such other person who may be designated from time to time under the *Executive Council Act*;
- nn. “**PSOA**” means the *Public Service of Ontario Act, 2006*, S.O. 2006, c. 35, Sched. A, as amended;
- oo. “**TBS**” means the Treasury Board Secretariat;
- pp. “**TB/MBC**” means the Treasury Board/Management Board of Cabinet;

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

- a. The legal authority of the Agency is set out in LHSIA.
- b. The Agency also exercises powers and authority under the CCA and the FLTCA and any other statute governing the provision of home and community care services, where applicable.
- c. The Agency’s objects are set out under LHSIA.

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

- a. The Agency is designated as a board governed agency under the AAD.
- b. The Agency is prescribed as a public body in accordance with Ontario Regulation 146/10 under PSOA. It is not organizationally part of the Ministry, but it is considered to be within Government.

## 5. Corporate Status and Crown Agency Status

- a. The Agency is a Crown agency within the meaning of the *Crown Agency Act* and may exercise its powers as an agent of the Crown pursuant to subsection 4(1) of LHSIA.
- b. The Agency has the capacity, rights, powers and privileges of a natural person for carrying out its objects, subject to the limitations placed upon it under LHSIA and/or limitations imposed by TB/MBC.
- c. The Agency is a corporation without share capital. Neither the *Not-for Profit Corporations Act 2010* nor the *Corporations Information Act* apply to the Agency, except as prescribed under LHSIA.
- d. Subsection 134(1) and section 136 of the *Business Corporations Act* apply to the Agency, subject to the limitations set out in LHSIA.



## 6. Guiding Principles

The parties agree to the follow principles:

- a. The Minister recognizes that the Agency exercises powers and performs duties in accordance with its statutory mandate under LHSIA, the CCA and the FLTCA.
- b. The Minister recognizes that the Agency plays a meaningful role in the development of the policies and programs of the Government, as well as in the implementation of those policies and delivery of programs.
- c. The Board and the CEO will be responsible to lead the Agency in the management and delivery of Client Services to provide: (a) a stable foundation for the modernization and transformation of home and community care; and (b) stability and improvements to the delivery of home and community care as part of the Government's plan to build an integrated, connected health care system through Approved and Designated Ontario Health Teams.
- d. The Board acknowledges that it is accountable, through the Minister, to the Legislative Assembly in exercising its mandate. Accountability is a fundamental principle to be observed in the management, administration and operations of the Agency. The Board acknowledges that it is accountable to the Minister, through the Chair, for governance and oversight of the Agency.
- e. As an agency of the Government, the Agency conducts itself according to the management principles of the Government. These principles include ethical behaviour; prudent, effective and lawful use of public resources; fairness; high quality service to the public; and openness and transparency to the extent allowed under the law.
- f. The Minister and the Board, through the Chair, are committed to a strong Agency that is empowered to fulfill its statutory mandate efficiently and effectively. They share the goal of establishing and maintaining a co-operative relationship that facilitates the efficient administration of the Agency and fulfillment of its statutory responsibilities.
- g. The Agency and the Ministry agree to avoid duplication of services wherever possible.
- h. The Agency and the Ministry will work together in a mutually respectful manner.

## 7. Accountability Relationships

### 7.1 MINISTER

The Minister is accountable:

- a. To Cabinet and the Legislative Assembly for the Agency's fulfilment of its mandate and its compliance with Government policies, and for reporting to the Legislative Assembly on the Agency's affairs.

- b. For reporting and responding to TB/MBC on the Agency's performance and compliance with Applicable Government Directives and the Government's operational policies.
- c. To Cabinet for the performance of the Agency and its compliance with the Government's operational policies and broad policy directions.

## **7.2 CHAIR**

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

- a. To the Minister for the Agency's performance in fulfilling its mandate, and for carrying out the roles and responsibilities assigned to the Chair by LHSIA, this MOU, the Accountability Agreement and the Applicable Government Directives.
- b. For reporting to the Minister, as requested, on the Agency's activities.
- c. For ensuring timely communications with the Minister regarding any issue that affects, or can reasonably be expected to affect, the Minister's responsibilities for the Agency.
- d. To the Minister to confirm the Agency's compliance with applicable legislation, including the LHSIA, Applicable Government Directives, and accounting and financial policies.

## **7.3 BOARD OF DIRECTORS**

The Board is accountable, through the Chair, to the Minister for the oversight and governance of the Agency; setting goals, objectives and strategic direction for the Agency within its mandate; and for carrying out the roles and responsibilities assigned to it by LHSIA, other applicable legislation, this MOU, the Accountability Agreement, and the Applicable Government Directives.

## **7.4 DEPUTY MINISTER**

The Deputy Minister is accountable to the Secretary of the Cabinet and the Minister for the performance of the Ministry in providing administrative and organizational support to the Agency and for carrying out the roles and responsibilities assigned by the Minister, LHSIA, this MOU, the Accountability Agreement and applicable TB/MBC and Ministry of Finance directives.

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

## **7.5 AGENCY CHIEF EXECUTIVE OFFICER**

The CEO is accountable to the Board for the management and administration of the Agency, the supervision of Agency staff, and carrying out the roles and responsibilities assigned by the Board, LHSIA, this MOU, the Accountability Agreement and the Applicable Government Directives. The CEO works under the direction of the Chair to implement policy and operational decisions. The CEO reports the Agency's performance results to the Board, through the Chair.

## 8. Roles and Responsibilities

### 8.1 MINISTER

The Minister is responsible for:

- a. Reporting and responding to the Legislative Assembly on the affairs of the Agency.
- b. Reporting and responding to TB/MBC on the Agency's performance and compliance with Applicable Government Directives, the Government's operational policies and policy directions.
- c. Recommending to TB/MBC, where required, the merger, any change to the mandate or the dissolution of the Agency.
- d. Recommending to TB/MBC the powers to be given to, or revoked from, the Agency when a change to the Agency's mandate is being proposed.
- e. Meeting with the Chair to discuss issues relating to the fulfilment of the Agency's mandate.
- f. Working with the Chair to develop appropriate measures and mechanisms related to the performance of the Agency.
- g. Reviewing the advice or recommendation of the Chair on candidates for appointment or re-appointment to the Board.
- h. Making recommendations to Cabinet and the Lieutenant Governor in Council for appointments and reappointments to the Agency, pursuant to the process for Agency appointments established by LHSIA and/or by MBC through the AAD.
- i. Recommending to the Lieutenant Governor in Council the appointment of a person as the Agency supervisor where the Lieutenant Governor in Council considers it in the public interest to do so after having provided at least 14 days' notice to the Board.
- j. Issuing directions to the Agency supervisor with regard to any matter within the jurisdiction of the supervisor.
- k. Making every report of a supervisor of the Agency available to the public.
- l. Determining at any time the need for a review or audit of the Agency, directing the Chair to undertake reviews of the Agency on a periodic basis and recommending to TB/MBC any change(s) to the governance or administration of the Agency resulting from any such review or audit.
- m. When appropriate or necessary, taking action or directing that the Agency take corrective action with respect to the Agency's administration or operations.
- n. Receiving the Agency's Annual Report and approving the Annual Report within 60 calendar days of receiving it.
- o. Tabling the Annual Report within 30 calendar days of approving it.

- p. Ensuring that the Agency's Annual Report is made available to the public after it is tabled and within 30 calendar days of approving it.
- q. Informing the Chair of the Government's priorities and broad policy directions for the Agency.
- r. Issuing operational or policy directives to the Agency where the Minister considers it to be in the public interest to do so and making every directive available to the public.
- s. Issuing provincial standards for the provision of health services that are provided or arranged by the Agency where the Minister considers it to be in the public interest to do so, and making every standard available to the public.
- t. 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.
- u. Developing the Agency's MOU with the Chair, as well as any amendments to it, and signing the MOU into effect after it has been signed by the Chair.
- v. Developing the Agency's Accountability Agreement with the Chair, as well as any amendments to it, and if the Accountability Agreement is concluded through negotiations, signing the Accountability Agreement into effect after it has been signed by the Chair;
- w. Recommending the Agency's MOU to TB/MBC for approval before it is signed by the parties.
- x. Providing direction on the development of the Agency's Annual Business Plan and reviewing and approving the Agency's Annual Business Plan.
- y. Recommending to TB/MBC any provincial funding to be allocated to the Agency.
- z. Outlining the high-level expectations, key commitments and performance priorities for the Agency at the beginning of the annual business planning cycle through the Mandate Letter.
- aa. Approving the Agency's by-laws, at the Minister's discretion in accordance with section 8(3) of LHSIA.
- bb. Fixing ranges for the salary or other remuneration and benefits of the CEO, at the Minister's discretion.

## **8.2 CHAIR**

The Chair is responsible to support the Board for:

- a. Providing leadership to the Agency by working with the Board to set the goals, objectives and strategic directions within the Agency's mandate.
- b. Providing leadership to the Board and ensuring that the Board carries out its responsibilities for decisions regarding the Agency.
- c. Chairing Board meetings, including the management of the Board's agenda in accordance with the by-laws.
- d. Reviewing and approving claims for per diems and travel expenses for Members.

- e. Seeking strategic policy direction for the Agency from the Minister.
- f. Communicating strategic directions and decisions of the Board to the CEO.
- g. Communicating to the Board about the meetings that the Chair attends, including the substance of the issues discussed and any consensus reached for consideration by the Board.
- h. 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 the Minister's responsibilities relating to the Agency.
- i. 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 LHSIA.
- j. Reporting to the Minister as requested on the Agency's activities within agreed upon timelines, including an annual letter confirming the Agency's compliance with all applicable legislation, Applicable Government Directives, and applicable accounting and financial policies.
- k. Ensuring that the Agency operates within its approved budget allocation in fulfilling its mandate, and that public funds are used for the purpose intended with integrity and honesty.
- l. Developing the Agency's MOU and Accountability Agreement with the Minister, and after Board approval, signing the MOU and Accountability Agreement on behalf of the Board.
- m. Submitting the Agency's Annual Business Plan, budget, Annual Report and financial reports, on behalf of the Board, to the Minister in accordance with the timelines specified in the Applicable Government Directives and Appendix A of this MOU.
- n. Providing both the Minister and the Minister of Finance and President of Treasury Board with a copy of every audit report, a copy of the Agency's response to each report, and any recommendations in the report.
- o. Advising the Minister annually on any outstanding audit recommendations per direction of the Board.
- p. Ensuring that Members are informed of the Applicable Government Directives and applicable legislation with which the Agency is required to comply.
- q. Ensuring that Members are informed of their roles, responsibilities and obligations, and receive the necessary training and orientation to carry out their responsibilities.
- r. Ensuring appropriate management systems are in place (financial, information technology, human resources) for the effective administration of the Agency.
- s. In compliance with the Information Exchange, Communications and Issues Management Protocol attached as Appendix C, carrying out effective communications and relations for the Agency as a key spokesperson, in partnership with the CEO, delegating this role in whole or in part to Members as necessary or appropriate, and participating in and providing direction to, as required, the Agency's overall public communications.

- t. Ensuring the evaluation of the performance of the CEO in consultation with the Board and pursuant to performance criteria established by the Board. Performance criteria should be based on best practices in the health sector for senior managers.
- u. Cooperating with any review, audit, or investigation of the Agency directed by the Minister or TB/MBC.
- v. Fulfilling the role of ethics executive for Members, promoting ethical conduct and ensuring that all Members are familiar with the ethical requirements of 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.
- w. Keeping the Minister informed of upcoming appointment vacancies and providing recommendations for appointments or re-appointments.
- x. Ensuring compliance with legislative and TB/MBC policy obligations and with applicable law, including the *Broader Public Sector Executive Compensation Act, 2014*, FIPPA, PHIPA, the *Archives and Recordkeeping Act, 2006* and the *French Language Services Act, 1990*.
- y. Complying with any operational or policy directive and any provincial standards for the provision of health services issued by the Minister.

### **8.3 BOARD OF DIRECTORS**

The Board of directors is responsible for:

- a. Establishing the goals, objectives, and strategic directions for the Agency within its objects and mandate as defined by LHSIA, the Mandate Letter, Government policies, as appropriate, and this MOU.
- b. Providing governance to the Agency within its mandate as set out in LHSIA, the Annual Business Plan as approved by the Minister in accordance with section 10.1 of this MOU and the policy parameters established and communicated in writing by the Minister.
- c. Directing the development of and approving the Agency's Annual Business Plan for submission to the Minister within the timelines agreed upon with the Ministry or this MOU.
- d. Directing the preparation of and approving the Agency's Annual Report for submission to the Minister for approval for tabling in the Legislative Assembly within the timelines established by the AAD.
- e. Making decisions consistent with the Annual Business Plan approved for the Agency and ensuring that the Agency operates within its budget allocation.
- f. Ensuring that the Agency uses public funds with integrity and honesty, and only for the business of the Agency based on the principle of value for money, and in compliance with applicable legislation and the Applicable Government Directives.
- g. Ensuring that the Agency is governed in an effective and efficient manner according to accepted business and financial practices, and in accordance with Applicable Government Directives.

- h. Establishing such Board committees or oversight mechanisms as may be required to advise the Board on effective management, governance or accountability procedures for the Agency.
- i. Reviewing and approving the Agency's MOU and Accountability Agreement, and any amendments to the MOU and Accountability Agreement, in a timely manner and authorizing the Chair to sign the MOU and Accountability Agreement, and any amendments to the MOU and Accountability Agreement, on behalf of the Agency.
- j. Reviewing and approving the Agency's reports and reviews that may be requested by the Minister from time to time for submissions to the Minister within agreed upon timelines.
- k. Performing an annual assessment of the effectiveness of the Board as a whole and on Members using tools common to all Agencies.
- l. 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.
- m. Ensuring that Conflict of Interest Rules that the Agency is required to follow are in place for the Members and employees of the Agency.
- n. Complying with the Conflict of Interest Rules, including post-service provisions that apply to designated senior positions in the Agency.
- o. Establishing performance measures, targets and management systems for monitoring and assessing the Agency's performance.
- p. Directing corrective action on the functioning or operations of the Agency, if needed.
- q. Co-operating 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 Chair to the Minister, on issues within or affecting the Agency's mandate and operations.
- t. Setting and reporting on the strategic direction for the Agency according to the Mandate Letter, the Agency's proposed Annual Business Plan, and the Agency's Annual Report.
- u. Ensuring that an appropriate framework is in place for Agency staff and Members to receive adequate orientation and training.
- v. Ensuring that a process for responding to and resolving complaints is in place.
- w. Appointing and employing a CEO and setting performance objectives and remuneration terms linked to these objectives for the CEO, which give due weight to the proper management and use of public resources.
- x. Providing a salary or other remuneration and benefits to its CEO within the ranges, if any, that the Minister fixes.

- y. Providing compensation to its Designated Executives in accordance with any applicable executive compensation plan that is established pursuant to the *Broader Public Sector Executive Compensation Act, 2014*, any regulations made under that Act.
- z. Evaluating the performance of the CEO pursuant to performance criteria established by the Board and the Chair. Performance criteria should be based on best practices in the health sector for senior managers.
- aa. Where permitted, delegating any of its powers or duties under LHSIA or any other act to such person or persons as the Board considers appropriate and imposing conditions and restrictions with respect to the delegation.
- bb. Making by-laws and passing resolutions regulating its proceedings and generally for the conduct and management of the affairs of the Agency including establishing committees.
- cc. Making by-laws and passing resolutions appointing officers and assigning to them such powers and duties as the Board considers appropriate.
- dd. Where requested by the Minister, submitting proposed by-laws to the Minister for approval.
- ee. Appointing an auditor licensed under the *Public Accounting Act, 2004* to audit the accounts and financial transactions of the Agency annually.
- ff. Complying with directives issued by the Minister to the Agency under LHSIA.
- gg. Providing a stable foundation for the modernization and transformation of home and community care and stability and improvements to the delivery of home and community care as part of the Government's plan to build an integrated, connected health care system through Approved and Designated Ontario Health Teams.

#### **8.4 DEPUTY MINISTER**

The Deputy Minister is responsible for:

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



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

- w. When required, submitting a report to the Secretary of TB/MBC on the dissolution of the Agency, following the disposition of any assets, completion of any outstanding responsibilities by the Agency, and the termination of any appointments.

## **8.5 CHIEF EXECUTIVE OFFICER**

The CEO is responsible for:

- a. Managing the day-to-day operational, financial, analytical, and administrative affairs of the Agency, subject to the oversight and direction of the Board, in accordance with LHSIA, the Agency's by-laws, the Mandate Letter, the approved Annual Business Plan, Applicable Government Directives, accepted business and financial practices, the Accountability Agreement, and this MOU.
- b. Providing, arranging, and managing Client Services in accordance with applicable legislation, the Accountability Agreement, the MOU, the Applicable Government Directives, and accepted business and financial practices.
- c. Advising the Chair and the Board on the requirements of and the Agency's compliance with the AAD, as well as other Applicable Government Directives, LHSIA, by-laws and policies, including annually attesting to the Chair on the Agency's compliance with mandatory requirements.
- d. Applying policies and procedures so that public funds are used with integrity and honesty.
- e. Providing leadership and management to the Agency staff, including human and financial resources management, in accordance with the approved Annual Business Plan, accepted business and financial practices and standards, the Accountability Agreement, LHSIA, by-laws, and Applicable Government Directives.
- f. Ensuring that Agency Staff are informed of Applicable Government Directives and applicable legislation with which the Agency is required to comply.
- g. Establishing and applying a financial management framework for the Agency in accordance with Applicable Government Directives, including the applicable Minister of Finance/Treasury Board controllership directives, policies and guidelines.
- h. Translating the goals, objectives and strategic directions of the Board into operational plans and activities in accordance with the Agency's approved Annual Business Plan.
- i. In compliance with the Information Exchange, Communications and Issues management Protocol attached as Appendix C, carrying out effective communications for the Agency as a key spokesperson, in partnership with the Chair, delegating this role in whole or in part to Agency staff as necessary or appropriate, and participating in and providing direction, as required, to the Agency's overall communications.
- j. Exercising any powers and duties delegated to the CEO by the Board.
- k. Ensuring that the Agency has the oversight capacity and an effective oversight framework in place for monitoring its management and operations.

- l. Keeping the Board, through the Chair, informed with respect to implementation of policy and the operations of the Agency.
- m. Establishing and applying systems to ensure that the Agency operates within its approved Annual Business Plan.
- n. Establishing and applying the Agency's risk management framework and risk management plan in place as directed by the Chair with Board approval.
- o. Supporting the Chair and Board in meeting their responsibilities, including compliance with all applicable legislation, directives, policies, procedures and guidelines.
- p. Carrying out in-year monitoring of the Agency's performance and reporting on results to the Board through the Chair.
- q. Keeping the Ministry and the Chair advised on issues or events that may concern the Minister, the Deputy Minister and the Chair in the exercise of their responsibilities.
- r. Seeking support and advice from the Ministry, as appropriate, on Agency management issues.
- s. Establishing and applying a system for the retention of Agency documents and for making such documents publicly available when appropriate, in compliance with FIPPA PHIPA and the *Archives and Recordkeeping Act, 2006*, where applicable.
- t. Undertaking timely risk-based reviews of the Agency's management and operations.
- u. Consulting with the Deputy Minister as needed and/or as requested by the Deputy Minister, on matters of mutual importance, including services provided by the Ministry, and on Applicable Government Directives and Ministry policies.
- v. Cooperating with a periodic review directed by the Minister or TB/MBC.
- w. Fulfilling the role of ethics executive for Agency staff who are not Members.
- x. Promoting ethical conduct and ensuring that all Agency staff 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 Board, through the Chair, informed about operational matters.
- z. Preparing the Agency's Annual Reports and Annual Business Plans as directed by the Board for approval by the Board.
- aa. Preparing financial reports for approval by the Board.
- bb. Preparing, for approval by the Board, a performance review system for staff and implementing the system.
- cc. Attesting to the compliance of the Agency with the Applicable Government Directives and policies and supporting the Board to provide the statement of compliance of the Agency.
- dd. Developing the Accountability Agreement with the Deputy Minister for review and approval by the Board.

- ee. Establishing a system for the collection, use, and disclosure of personal health information and complying with PHIPA.
- ff. Ensuring that the responsibilities of the institution head are carried out as set out in Regulation 460 under FIPPA.
- gg. Providing a stable foundation for the modernization and transformation of home and community care and stability and improvements to the delivery of home and community care as part of the Government's plan to build an integrated, connected health care system through Approved and Designated Ontario Health Teams.
- hh. Working with Ontario Health in advancing the Government's strategic priorities.

## **9. Ethical Framework**

- a. The Members are subject to the conflict of interest provisions of the AAD and the Conflict of Interest Rules.
- b. Members shall not use any information gained as a result of their appointment to or membership on the Board for personal gain or benefit. A Member who has reasonable grounds to believe that he or she has a conflict of interest in a matter before the Board, or a committee of the Board, shall disclose the nature of the conflict to the Chair at the first opportunity and shall refrain from further participation in the consideration of the matter. The Chair shall cause to be recorded in the minutes of the meeting of the Board any declared conflicts of interest.
- c. The Chair, as the ethics executive for the Members, 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.
- d. The CEO, as the ethics executive for Agency employees, is responsible for ensuring that Agency employees are informed of the ethical rules to which they are subject, including the Conflict of Interest Rules, applicable rules in respect of political activity and protected disclosure of wrongdoing.
- e. The designated senior positions for the purposes of the Conflict of Interest Rules are set out in Appendix D.

## **10. Reporting Requirements**

### **10.1 BUSINESS PLAN**

- a. The Chair will ensure that the Minister is provided with the Agency's Annual Business Plan, covering a minimum of three (3) years from the current Fiscal Year which includes a financial budget and a risk assessment and management plan, for approval by the Minister. The Annual Business Plan shall be in accordance with the requirements set out in the AAD.

- b. The Annual Business Plan is to be submitted to the Ministry's chief administrative officer or designated equivalent within three months prior to the Agency's Fiscal Year start.
- c. The Chair is responsible for ensuring that the Agency's Annual Business Plan includes a system of performance measures and for reporting on the achievement of the objectives set out in the Annual Business Plan. The Annual Business Plan must include performance goals, how they will be achieved, and targeted results and timeframes.
- d. The Chair will ensure that the Annual Business Plan includes a risk assessment and risk management plan in accordance with the requirements of the AAD to assess risks, develop and maintain necessary records, and report to TB/MBC.
- e. The Chair will ensure that publicly posted Annual Business Plans do not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets, information that would prejudice the financial or commercial interests of the Agency in the marketplace and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency.
- f. The Minister will review the Agency's Annual Business Plan and will promptly advise the Chair, whether or not the Minister concurs with the directions proposed by the Agency. The Minister may advise the Chair where and in what manner the Annual Business Plan varies from Government or Ministry policy or priorities and the Chair will revise the Agency's Annual Business Plan accordingly. Annual Business Plans are only to be considered valid once the responsible Minister has approved them in writing.
- g. In addition, TB/MBC may require the Minister to submit the Agency's current Annual Business Plan to TB/MBC for review at any time.
- h. The Chair, through the CEO, will ensure that the Minister-approved Annual Business Plan is made available to the public in an accessible format, in both official languages, on the Agency's website within 30 calendar days of Minister's approval of the plan.

## **10.2 ANNUAL REPORTS**

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

### **10.3 OTHER REPORTS**

The Chair is responsible on behalf of the Board for:

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

## **11. Accountability Agreement**

The Ministry and the Agency will enter into an Accountability Agreement. As required by section 18 of LHSIA, the Accountability Agreement will include the following:

- a. performance goals and objectives for the Agency and the local health system;
- b. performance standards, targets and measures for the Agency and the local health system;
- c. requirements for the Agency to report on the performance of the Agency and the local health system;
- d. a plan for spending the funding that the Agency receives from the Minister, which spending shall be in accordance with the appropriation from which the Minister has provided the funding to the Agency;
- e. a progressive performance management process for the Agency; and
- f. all other matters prescribed under LHSIA, if any.

## **12. Public Posting Requirements**

- a. The Agency, through the CEO, will ensure that the following approved governance documents are posted in an accessible format, in both official languages, on the Agency's website within the specified timelines:

- MOU and any letter of affirmation – 30 calendar days of signing by both parties;
  - Mandate Letter – no later than the corresponding Annual Business Plan;
  - Annual Business Plan – 30 calendar days of Minister’s approval; and
  - Annual Report – 30 calendar days of Minister’s approval following its tabling 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 Agency in the marketplace and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency.
  - c. The Agency, through the Chair on behalf of the Board, will ensure that the expense information for Members and senior management staff are posted on the Agency website, in accordance with the requirements of the MBC Travel, Meal and Hospitality Expenses Directive.
  - d. The Agency, through the Chair on behalf of the Board, 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 operations and administration of the Agency is essential for the Minister to meet the Minister’s 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 CEO to be kept informed of the Government initiatives and broad policy directions that may affect the Agency’s mandate and functions.

The parties therefore agree that:

- a. The Chair, through the CEO, will keep the Minister advised, in a timely manner, of all planned events or issues, including contentious matters that concern or can be reasonably expected to concern the Minister in the exercise of the Minister’s responsibilities.
- b. The Minister will consult with the Chair, through the CEO, in a timely manner, as appropriate, on broad Government policy initiatives or legislation being considered by the Government that may impact on the Agency’s mandate or functions, or which otherwise will have a significant impact on the Agency.
- c. The Minister and the Chair, through the CEO, will consult with each other on public communication strategies and publications. They will keep each other informed of the results of stakeholder and other public consultations and discussions.
- d. The Minister and the Chair will meet regularly, or as requested by either party, to discuss issues relating to the fulfillment of the Agency’s mandate, management and operations.

- e. The Deputy Minister and the CEO will meet regularly, or as requested by either party, to discuss issues relating to the delivery of the Board's mandate, the efficient operation of the Agency and the provision of services by the Ministry to the Agency. The Deputy Minister and the CEO shall provide timely information and advice to each other concerning significant matters affecting the Agency's management or operations.
- f. The Agency and Ministry will adhere to the Information Exchange, Communications and Issues Management Protocol set out in Appendix C to this MOU for ongoing issues management.

## **14. Administrative Arrangements**

### **14.1 APPLICABLE GOVERNMENT DIRECTIVES**

- a. The Chair, on behalf of the Board, is responsible for ensuring that the Agency operates in accordance with all Applicable Government the Directives, including applicable Ministry financial and administrative policies and procedures. Appendix B to this MOU provides a list of applicable directives and policies.
- b. The Ministry will inform the Agency of amendments or additions to the directives and to policies and guidelines that apply to the Agency; however, the Agency is responsible for complying with all directives, policies and guidelines to which it is subject.
- c. In addition to complying with the MBC Realty Directive, the Agency shall comply with the Ministry of Infrastructure Realty Policy including any appendices to this policy when acquiring space for accommodation and program purposes. The Ministry will ensure that the Agency is provided with any updates to this policy.

### **14.2 COMMON ISSUES AND SHARED SERVICES**

#### Common Issues

- a. The Agency acknowledges that it is one organization in a province-wide network of Agencies under LHSIA, each of which is subject to the same objects and substantially the same obligations as a result of its agency relationship with the Ministry. Without limiting the foregoing, each Local Health Integration Network:
  - (i) is subject to LHSIA;
  - (ii) has the same MOU and Mandate Letter with the Government;
  - (iii) has substantially the same by-laws as each other LHIN;
  - (iv) has the same Conflict of Interest Rules;
  - (v) has substantially the same basic operating policies;
  - (vi) has substantially the same Accountability Agreement and performance requirements;  
and
  - (vii) has the same Members cross-appointed to each LHIN.



- b. Recognizing the inherent efficiencies for both the Ministry and the Agencies in maintaining common structures and policies, and the same Members are cross-appointed to each LHIN, the Agency agrees that it will act in concert with the other Agencies to resolve issues in a common manner.

The Ministry will recognize positions determined by the above process as the common position of the Agencies on a Common Issue.

### Shared Services

#### *Ontario Health - Shared Services*

The Agency will enter into an MOU with Ontario Health for the provision of Ontario Health - Shared Services.

#### *Other Shared Services*

- a. The Board's Members are cross-appointed to each LHIN and will consider the needs of each of the LHINs in determining a direction for Other Shared Services.
- b. The Ministry will recognize positions determined by the above process as the common position of the Agencies on Other Shared Services.

### **14.3 AGREEMENTS WITH THIRD-PARTIES**

- a. The Agency shall ensure that any agreements that it enters into with third parties are consistent with the Applicable Government Directives and the Agency's objects.
- b. On request, the Agency shall provide the Minister with copies of any written agreements entered into by the Agency, subject to any confidentiality requirements of those agreements, within the timelines set by the Minister and the Agency.

### **14.4 LEGAL SERVICES**

- a. Legal services to the Agency will be provided by the Ministry of the Attorney General, in accordance with an MOU established between the Agency and the Ministry of the Attorney General.
- b. The Agency may request outside legal services when it requires expertise which is unavailable within the Ministry of the Attorney General or when the use of a law office of the Crown would result in any conflict of interest.
- c. Outside legal services will be acquired in accordance with the Ministry of the Attorney General's Operating Policy on Acquiring and Using Legal Services.

### **14.5 CREATION, COLLECTION, MAINTENANCE AND DISPOSITION OF RECORDS**

- a. The Chair, on behalf of the Board, is responsible for ensuring that a system is in place for the creation, collection, maintenance and disposal of records.

- b. The Board, through the Chair, is responsible for ensuring that the Agency complies with all legislation, Applicable Government Directives and policies related to information and records management.
- c. The CEO, the Chair and the Board shall protect the legal, fiscal and other interests of the Agency by implementing reasonable measures to ensure the ongoing viability, integrity, preservation and security of all official records created, commissioned or acquired by the Agency. This includes, but is not limited to, all electronic records, such as emails, information posted on the Agency's website(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 Agency's employees to create full, accurate and reliable records that document and support significant business transactions, decisions, events, policies and programs.
- e. The Board, through the Chair, is responsible for ensuring that the Agency complies with the *Archives and Recordkeeping Act, 2006*, S.O. 2006, Chapter 34, Schedule A.

#### **14.6 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.

#### **14.7 FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY**

- a. The Agency is designated as an institution under FIPPA and prescribed as a health information custodian under PHIPA.
- b. The Chair and the Minister acknowledge that the Agency is bound to follow the requirements set out in the FIPPA and PHIPA in relation to the collection, retention, security, use, distribution, access, and disposal of personal and personal health information (collectively "Personal Information").
- c. The CEO is the institution head for the purposes of FIPPA.
- d. The Board recognizes that the sensitive nature of Personal Information requires the Agency to ensure careful and responsible management of that information, in accordance with FIPPA and PHIPA.
- e. The Agency covenants that any Personal Information shall be collected, used and disclosed only as permitted or required by applicable law or judicial process and for no other purposes. The Agency further covenants that it shall have reasonable measures in place to maintain the security and confidentiality of Personal Information under its custody and control.
- f. The Board will ensure that the Agency implements policies and practices to protect the privacy of the individuals whose Personal Information it collects or accesses and to maintain the confidentiality of such Personal Information. All such policies and practices shall comply

with applicable law governing the collection, use, disclosure, retention and disposal of Personal Information.

- g. The Board further recognizes that it will make good faith efforts to ensure that all arrangements or agreements entered into by the Agency with agents and third parties shall adhere to the industry best practices with respect to privacy and confidentiality, and shall be consistent with the provisions of FIPPA and PHIPA.
- h. The Agency shall prepare a Privacy Impact Assessment or shall require Ontario Health to prepare a Privacy Impact Assessment, as applicable, to accompany any proposals, whether for new initiatives or changes to existing initiatives that may affect the privacy of individuals.

## **14.8 SERVICE STANDARDS**

- a. The Agency shall establish customer service and quality standards that are consistent with the appropriate standards of the Government, the Ministry and the 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 Agency has in place a formal process for responding to complaints about the quality of services received by clients of the Agency consistent with the Government's service quality standards and in adherence with the CCA, as applicable. The Agency will ensure the process adheres to any successor legislation.
- d. The Agency's Annual Business Plan will include performance measures and targets for client service and the Agency's response to complaints.
- e. The Agency shall comply with the *Accessibility for Ontarians with Disabilities Act, 2005*.

## **15. Financial Arrangements**

### **15.1 GENERAL**

- a. All financial procedures for the Agency shall be in accordance with the applicable TB/MBC and Ministry of Finance directives and guidelines, Applicable Government Directives, Ministry corporate financial and administrative policies and procedures, and the Accountability Agreement.
- b. When ordered to do so by the Minister of Finance and/or the President of the Treasury Board, pursuant to section 16.4 of the *Financial Administration Act*, the Agency shall pay into the Consolidated Revenue Fund any money that the Minister of Finance and/or the President of the Treasury Board determines is surplus to its requirements.
- c. Pursuant to section 28 of the *Financial Administration Act*, the Agency shall not enter into any financial arrangement or commitment, guarantee, indemnity or similar transaction that may increase, directly or indirectly, the indebtedness or contingent liabilities of the Government without the written approval of the Minister of Finance and/or the President of the Treasury Board. The Minister's approval is required before seeking statutory approval from the Minister of Finance.

- d. The Agency's approved operating and capital allocations may be adjusted in a given year if in-year fiscal constraints are ordered by Cabinet or the Minister. The Agency will be provided with notice of changes to its allocation as soon as is reasonably possible. Where the Agency must reallocate resources as a result of its operating and/or capital allocations being adjusted, the Agency shall inform and discuss the changes with the Ministry before making such changes.

## **15.2 FUNDING**

- a. The Agency shall maintain a bank account in its own name and manage its financial activities.
- b. The Agency is funded by the Government, out of the Consolidated Revenue Fund pursuant to an appropriation authorized by the Legislative Assembly, and is subject to adjustments made by the Minister, TB/MBC or the Legislative Assembly.
- c. The Ministry will provide funding to the Agency in accordance with the terms of LHSIA and pursuant to this MOU and the Accountability Agreement. The Agency shall use the funds only for the purpose of carrying out its statutory mandate and the roles and responsibilities defined in this MOU and the Accountability Agreement.
- d. The CEO will prepare estimates of the Agency's expenditures for inclusion in the Ministry's business plan for presentation to the Legislative Assembly. The Chair will deliver these estimates to the Minister in sufficient time to be analyzed and approved by the Minister.
- e. The estimates provided by the Chair may, after appropriate consultation with the Chair, be altered as required. The parties acknowledge that TB/MBC has final decision-making authority.
- f. Financial procedures of the Agency must be in accordance with TB/MBC and Ministry of Finance directives and guidelines and other applicable Government direction.

## **15.3 FINANCIAL REPORTS**

- a. The Chair, on behalf of the Board, will provide to the Minister audited annual financial statements, and will include them as part of the Agency's Annual Report. The statements will be provided in a format that is in accordance with the province's stated accounting policies issued by the Office of the Provincial Controller Division.
- b. The Agency will submit its salary information to the Minister of Finance and/or the President of the Treasury Board, through the Ministry, in accordance with the *Public Sector Salary Disclosure Act, 1996*.
- c. The CEO shall be responsible for providing the Ministry with the necessary documentation to support the Agency's expenditures.

## 15.4 TAXATION STATUS: HARMONIZED SALES TAX (HST)

### Collection/Remittance of HST

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

### Payment/Recovery of HST

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

## 16. Audit and Review Arrangements

### 16.1 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 TBS.
- b. The Ontario Internal Audit Division may also carry out an internal audit, if approved to do so by the Ministry's Audit and Accountability Committee.
- c. Regardless of any previous or annual external audit, the Minister may direct that the Agency be audited at any time.
- d. The Agency will promptly provide a copy of every report from an audit to the Minister and the Minister of Finance/President of Treasury Board. The Agency will also provide a copy of its response to the audit report and any recommendations therein. The Agency will advise the Minister annually on any outstanding audit recommendations.
- e. 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.

### 16.2 OTHER REVIEWS

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

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

## **17. Staffing and Appointments**

### **17.1 STAFFING REQUIREMENTS**

- a. The Agency shall provide compensation to its Designated Executives, including the CEO, in accordance with an executive compensation plan that is established pursuant to the *Broader Public Sector Executive Compensation Act, 2014* and any regulations made under that Act. The salary or other remuneration and benefits of the CEO as set out in the executive compensation plan shall comply with the salary range or other remuneration and benefits requirements as may be fixed by the Minister.
- b. The Board may appoint an employee of the Agency to act in the place of the CEO when the CEO is absent or refuses to act or the office of the CEO is vacant, and while so acting, the employee has all the rights and powers and shall perform all the duties of the CEO.
- c. The CEO shall not be a Member.
- d. The Agency employees, other than the CEO, report to and are accountable to the CEO for their performance under LHSIA.
- e. The CEO is employed by the Agency under LHSIA.

### **17.2 APPOINTMENTS**

- a. The Members of the Agency are appointed by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to subsection 7(1) of LHSIA for a term of up to three (3) years and may be reappointed for another term, but for no more than six (6) years in total. A Member who is designated as Chair after serving at least three (3) years as a Member may be appointed for one further term of up to three (3) years while designated as Chair.
- b. The Chair and at least one vice-chair are designated from among the Members by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to section 7(6) of LHSIA.

- c. If the Lieutenant Governor in Council has not designated a Chair or vice-chair, the Members may select a Chair or vice-chair from among their Members to hold office as provided for by by-law, until such time as a Lieutenant Governor in Council makes a designation.
- d. The maximum number of Members is 12, as set out in LHSIA. The Lieutenant Governor in Council may prescribe a higher number of Members that is not more than 14.

### **17.3 REMUNERATION**

- a. Remuneration for Members is set by the Lieutenant Governor in Council.
- b. Travel expenses of Members must comply with the MBC Travel, Meal and Hospitality Expenses Directives. Reasonable expenses shall be reimbursed.

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

### **18.1 RISK MANAGEMENT**

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


### **18.2 LIABILITY PROTECTION AND INSURANCE**

- a. Subsection 134(1) and section 136 of the *Business Corporations Act* apply with necessary modifications to the Agency, its Board and its officers, but the Agency shall not give an indemnity under section 136 of the *Business Corporations Act* to any person unless the indemnity has been approved in accordance with section 28 of the *Financial Administration Act*.
- b. The Agency shall put in effect and maintain insurance coverage that is satisfactory to the Ministry to protect itself against all claims that might arise from anything done or omitted to be done by the Agency or its directors, officers, employees, independent contractors or agents, and from anything done or omitted to be done where bodily or personal injury, death or property damage, including loss of use thereof, is caused.
- c. The Agency shall provide the Ministry with certificates of insurance, or other proof of insurance, from time to time, as may be requested by the Ministry.
- d. The Agency is not covered under the Province's General Road and Liability Protection Program and will purchase commercial general liability insurance, including but not limited to directors' and officers' liability insurance, in order to protect itself against claims that might arise from anything done or omitted to be done by the Agency or its directors, officers, employees or agents, and from anything done or omitted to be done where bodily or personal injury, death or property damage, including loss of use thereof, is caused.

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

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

**Signatures**

	March 15, 2023
_____	_____
Chair	Date
South West Local Health Integration Network operating as Home and Community Care Support Services South West	

	April 4, 2023
_____	_____
Minister	Date
Ministry of Health	



## Appendix A: Summary of Agency Reporting Requirements

DUE DATE	REPORT / DOCUMENT	NAMES OF RESPONSIBLE OFFICIALS
Submitted annually within three (3) months prior to the agency's Fiscal Year end	<p>Annual Business Plan (please see additional clarification below the table)<sup>1</sup></p> <ul style="list-style-type: none"> <li>a. Prepares</li> <li>b. Approves</li> <li>c. Provides to Minister</li> </ul> <p>Note: The Agency will prepare estimates of its expenditures for inclusion in the Ministry's business plan.</p>	<ul style="list-style-type: none"> <li>a. CEO</li> <li>b. Board/Chair</li> <li>c. Chair</li> </ul>
Submitted annually within 120 calendar days of the Fiscal Year end	<p>Annual Report (please see additional clarification below the table)<sup>2</sup></p> <ul style="list-style-type: none"> <li>a. Prepares</li> <li>b. Approves</li> <li>c. Provides to Minister</li> </ul>	<ul style="list-style-type: none"> <li>a. CEO</li> <li>b. Board/Chair</li> <li>c. Chair</li> </ul>
Each June 30 covering the previous Fiscal Year	<p>Please see additional clarification below the table:</p> <ul style="list-style-type: none"> <li>• Audited financial statements</li> <li>• Annual reconciliation reports</li> </ul>	CEO/Chair/Board
Reviewed at least once every 5 years or upon change in Chair or Minister	Memorandum of Understanding	Chair
As specified in the Accountability Agreement	Performance reporting per the Accountability Agreement	CEO/Chair/Board
Quarterly	Quarterly risk reports (please see additional clarification below the table) <sup>3</sup>	CEO/Chair

**The Agencies received the following exemptions to the AAD requirements:**

**1. Annual Business Plan:**

- By January 2023 and each January thereafter, the Agency shall submit an Annual Business Plan in accordance with the requirements set out in the AAD, unless directed otherwise by the Ministry in writing.

**2. Annual Report:**

- 2022-23 Fiscal Year, the Agencies shall prepare and submit a single Annual Report that clusters the 14 Agencies' report.
- For the 2023-24 Fiscal Year and beyond, the Agency shall submit an Annual Report in accordance with the requirements set out in the AAD and LHSIA, unless directed otherwise by the Ministry in writing.

**3. Quarterly risk reports:**

- 2022-23 Fiscal Year, the Agencies shall prepare and submit a single report every quarter that clusters the 14 Agencies' report.
- For the 2023-24 Fiscal Year and beyond, the Agency shall submit a quarterly risk report in accordance with the requirements set out in the AAD, unless directed otherwise by the Ministry in writing.

**The Agency shall submit the following statement/report at the same time with the other 13 Agencies' statements/reports to the Ministry:**

- Audited financial statement
- Annual reconciliation report

## Appendix B: Applicable Government of Ontario Directives

1. The following TB/MBC and Government directives, guidelines and polices apply to the Agency:

- Accountability Directive
- Advertising Content Directive
- Agencies & Appointments Directive
  - The Agencies received exemptions to the business planning requirements of the AAD, including Mandate Letter, Annual Business Plan, Annual Report, MOU, risk reporting, for the 2021-22 and 2022-23 Fiscal Year (see Appendix A for reporting requirement exemptions).
- Broader Public Sector Business Documents Directive
- Broader Public Sector Expenses Directive
- Cash Management Directive
- Communication in French Directive
- Compensation Directive
- Disclosure of Wrongdoing Directive
- Government Publications Directive
- Guide to requirements and obligations relating to French Language Health Services, November 2017
- Indemnification Directive
- Internal Audit Directive
- Internal Controls Management Directive
- Managing, Distributing and Pricing Government Information (Intellectual Property) Directive
- Ontario's Digital and Data Directive
- Ontario Public Service Procurement Directive
  - The Agencies purchases of home care services are exempt from competitive procurement requirements under this directive
- Ontario's Realty Directive, including the Ministry of Infrastructure Realty Policy
- Open Data Directive

- OPS Service Directive
  - Perquisites Directive
  - Procurement Directive on Advertising, Public and Media Relations and Creative Communications Services
  - Relocation Expenses for Employees Directive
  - Travel, Meal and Hospitality Expenses Directive
  - Visual Identity Directive
2. The Ministry may, at any time, provide to the Agency an updated Appendix B (Applicable Government Directives) to reflect any directive changes, and that updated Appendix will replace the existing Appendix B and form part of this MOU without requiring an amendment under section 19 (f).

## Appendix C: Information Exchange, Communications and Issues Management Protocol

### 1. Purpose

The purpose of this communications protocol is to set out a framework for the Ministry and Agency to collaborate on public communications opportunities. Clear and direct lines of communication between the Ministry and its Agencies are essential.

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

### 2. Definitions

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

- Oral form, such as a speech or public presentation
- Printed form, such as a hard copy report
- Electronic form, such as a posting to a website.

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

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

3. The Agency will comply with the TB/MBC Visual Identity Directive, the Government Visual Identity system and related communications guidelines, the *French Language Services Act*, the *Accessibility for Ontarians with Disabilities Act, 2005*, and any regulations, as amended, along with any applicable communications-related directives, and the Ontario Government's procurement policy, and identify itself in all communications, media responses and news releases as an agency of the Government of Ontario.

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

- The Ministry lead is the Assistant Deputy Minister, Communications Division, or delegate
- The Agency lead is the CEO or delegate

5. For the purpose of this protocol, public communications are divided into three categories:
- a. Media responses or news releases related to the day-to-day business of the Agency and its programs that do not have direct implications for either the Ministry or the government.
    - The Agency should communicate their media responses or news releases to the Ministry lead who will circulate as appropriate to other individuals within the Ministry.
    - This category does not include contentious issues, media responses, or news releases that directly or indirectly announce grants or other funding to organizations.
  - b. Media responses, news releases, communications plans, branded public collateral (e.g. brochures) and any communications addressing contentious issues or being distributed broadly where provincial or ministerial messaging on government priorities would enhance the Agency's or the Government's profile, or would provide opportunities for local MPP announcements. It is recognized that HCCSS regularly communicates with patients and system partners in the course of managing its operations and these regular operational communications do not require prior approval.
    - The Agency lead will provide to the Ministry lead upcoming media responses, news releases, communications plans, branded collateral and other communications that will be issued to the public and communications plans seven (7) days in advance.
      - Media responses would be dealt with according to media's requested deadline.
      - Contentious matters of an urgent/timely manner would be dealt with in an accelerated timeframe.
    - 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 can proceed accordingly.
  - 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 (including all funding or grant announcements and contentious issues).
    - For all contentious issues, 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, news releases or communications in this category. The Agency lead will provide the media response, news release or communications to the Ministry lead who will initiate the

approval process within the Ministry. It is recognized that some HCCSS communications to patients and system partners (e.g. letters or memos) could fall into this contentious category and would not be considered regular operational communications.

- Final approval on media responses, news releases or communications in this category is required from the Minister's office.

## **Appendix D: Designated Senior Positions in the Agency for the Purposes of Post Service Conflict of Interest Rules**

- Agency Board Members, including the Chair and the Vice-Chair of the Board
- CEO
- Chief and Vice President positions