

MEMORANDUM OF UNDERSTANDING

Between

**Her Majesty the Queen in Right of Ontario as represented by
the Minister of Economic Development, Job Creation and
Trade**

and

Ontario Capital Growth Corporation

Effective Date: August 22, 2019

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The parties to this Memorandum of Understanding, which comes into effect on the Effective Date, agree to the following:

1. Purpose

- a. The purpose of this MOU is to:
 - (i) Clarify the roles and responsibilities of the Minister, the Chair, the Deputy Minister, the CEO and the Board; and
 - (ii) 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 Act. In case of a conflict between this MOU and the Act, the Act shall prevail.
- c. This MOU replaces the Memorandum of Understanding executed between the parties on October 31, 2014.

2. Definitions

In this MOU, the following terms shall have the meanings ascribed to them below unless there is something in the context inconsistent therewith:

- a. "AAD" means the TB/MBC Agencies & Appointments Directive;
- b. "Act" means the *Ontario Capital Growth Corporation Act, 2008*, S.O. 2008, c. 19 and its associated regulations;
- c. "Agency" means the Ontario Capital Growth Corporation;
- d. "Annual Business Plan" means the annual business plan described under article 10.1 of this MOU;
- e. "Annual Report" means the annual report referred to in article 10.2 of this MOU;
- f. "Applicable Government Directives" means the Government directives, policies, standards and guidelines that apply to the Agency, as may be amended or replaced from time to time, which are listed in Appendix 2 to this MOU;
- g. "Appointee" means a member of the Board appointed to the Agency by the Lieutenant Governor in Council, on the recommendation of the Minister, but does not mean an individual employed or appointed by the Agency solely as staff;
- h. "ARC" means the audit and risk committee of the Board;
- i. "Auditor of Record" means the auditor (or auditors) appointed by the Board pursuant to Section 15(1) of the Act to audit the accounts of the Agency on an annual basis;
- j. "Board" means the board of directors, including the Chair, of the Agency;
- k. "CEO" means the President & Chief Executive Officer of the Agency;
- l. "Chair" means the chair of the Board;

- m. "Deputy Minister" means the Deputy Minister of the Ministry;
- n. "Effective Date" has the meaning set out in section 18.1(a);
- o. "Executive Council Act" means the *Executive Council Act*, R.S.O. 1990, c. E. 25, as amended;
- p. "FAA" means the *Financial Administration Act*, R.S.O. 1990, c. F.12, 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 of the following year;
- s. "Government" means the Government of Ontario;
- t. "Legislative Assembly" means the Legislative Assembly of Ontario;
- u. "LGIC" means Lieutenant Governor in Council;
- v. "MAG" means Ministry of the Attorney General;
- w. "MBC" means the Management Board of Cabinet;
- x. "Minister" means the Minister of the Ministry or such other person who may be designated from time to time as the responsible Minister for the administration of the Act by Order in Council of the Lieutenant Governor in Council acting for and on behalf of the Crown;
- y. "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;
- z. "Ministry" means the Ministry of the Minister;
- aa. "MOU" means this memorandum of understanding;
- bb. "OFA" means the Ontario Financing Authority;
- cc. "President of Treasury Board" means the President of Treasury Board or such other person who may be designated from time to time under the Executive Council Act;
- dd. "PSC" means the Public Service Commission;
- ee. "PSOA" means the *Public Service of Ontario Act, 2006*, S.O. 2006, c. 35, as amended;
- ff. "TBS" means the Treasury Board Secretariat; and
- gg. "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 the Act.
- b. The Agency's objects are:
 - (i) Receive, hold, administer and otherwise deals with the interest of the Government of Ontario in the limited partnership known as the Ontario Venture Capital Fund LP;
 - (ii) Acquire, manage and otherwise deal with the other investments or classes of investments that are prescribed by the regulations under the Act;
 - (iii) Carry out the other objects that are prescribed by the regulations; and
 - (iv) Receive, hold, invest, sell or otherwise deal with property, whether real or personal, in connection with the objects described in clause b (i), (ii), or (iii) above.
- c. Ontario Regulation 278/09 made under the Act prescribes additional classes of investments under clause b (ii) above:
 1. Investments in venture capital funds that invest in,
 - i. for-profit businesses, if the venture capital fund's investments include investments in private businesses, or
 - ii. other venture capital funds that invest in for-profit businesses if the other venture capital fund's investment includes investments in private businesses.
 2. Investments in for-profit businesses that are,
 - i. private businesses¹, or
 - ii. public businesses², if the Agency,
 - A. invested in the business when it was a private business, or
 - B. has an investment in a venture capital fund described in paragraph 1 that made a direct or indirect investment in the business when it was a private business.
 3. Investments in businesses that the Agency considers to be emerging technology businesses, which portfolio shall be known in English as the Ontario Emerging Technologies Fund and in French as Fonds ontarien de développement des technologies émergentes.
- d. Ontario Regulation 278/09 made under the Act prescribes additional objects under clause b (iii) above:

¹ In the regulation, "private business" means a business that is not a public business;

² In the regulation, "public business" means a business that lists its securities on a stock exchange.

1. To develop or participate in conferences or other events regarding venture capital matters;
 2. To collect, analyze or distribute information regarding venture capital matters;
 3. To provide advice to the Government of Ontario on venture capital matters; and
 4. To undertake other activities that are similar or related to the objects described in clause d (1), (2), (3) above.
- e. The Minister may issue policies or directives in writing to the Agency on matters relating to the exercise of its powers and duties. The Board must ensure that such policies and directives are implemented promptly and efficiently.

4. Agency Type and Public Body Status

- a. The Agency is designated as a board governed provincial agency under the AAD.
- b. The Agency is prescribed as a public body and a Commission public body in accordance with Ontario Regulation 146/10 under the *Public Service of Ontario Act, 2006*. 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*, R.S.O. 1990, c. C.48, as amended.
- b. The Agency is a corporation without share capital.
- c. The Agency has the capacity, rights, power and privileges of a natural person for carrying out its objects, subject to the limitations placed upon it under the Act and limitations imposed by TB/MBC. The Agency shall not establish a subsidiary without the consent of the LGIC.
- d. The Agency cannot borrow or manage financial risks (collectively, the “Activity”) unless:
 - (i) A by-law of the Agency authorizes the Activity and the Minister of Finance has consented to such by-law; and
 - (ii) The OFA coordinates and arranges the Activity, unless the Minister of Finance agrees otherwise.
- e. Sections 132 (conflict of interest), subsection 134 (1) (standards of care) and section 136 of (indemnification) of the *Business Corporations Act*, R.S.O 1990, c. B.16 apply, with necessary modifications, to the Agency and to the members of the Board.
- f. Pursuant to the Act, neither the *Corporations Act*, R.S.O. 1990, c. C.38, nor the *Corporations Information Act*, R.S.O. 1990, c. C.39, apply to the Agency.

6. Guiding Principles

The parties agree to the follow principles:

- a. The Minister recognizes that the Agency is a statutory entity which exercises powers and performs duties in accordance with its objects under the Act.
- 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 acknowledges that it is accountable to the Minister, through the Chair, for governance and oversight of the Agency.
- d. The Board acknowledges that it is accountable, through the Minister, to the Legislative Assembly in fulfilling its objects. Accountability is a fundamental principle to be observed in the management, administration and operations of the Agency.
- e. As an agency of the Government, the Agency will conduct itself in accordance with sound business practices and 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 law.
- f. The Minister and the Board, through the Chair, are committed to a strong Agency that is empowered to fulfill its statutory objects 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 objects and its compliance with Government policies, and for reporting to the Legislative Assembly on the Agency's affairs;
- b. For reporting and responding to TB/MBC on the Agency's performance and compliance with Government's applicable directives and operational policies;
- c. To Cabinet for the performance of the Agency and its compliance with the Government's operational policies and broad policy directions;

- d. For receiving and ensuring that the Annual Report is made available to the public within 30 days of tabling it in the Legislative Assembly; and
- e. For approving the Annual Report within 60 days its receipt from the Agency.

7.2 CHAIR

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

- a. To the Minister for the performance of the Agency in fulfilling its objects, and for carrying out the roles and responsibilities assigned to the Chair by the Act, this MOU, and 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; and
- d. To the Board for carrying out such duties of the Chair as assigned by the Board.

7.3 BOARD OF DIRECTORS

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

7.4 DEPUTY MINISTER

- a. The Deputy Minister is accountable to the Secretary of the Cabinet and the Minister for the performance of the Ministry in providing administrative and organizational support to the Agency and for carrying out the roles and responsibilities assigned by the Minister, the Act, this MOU, and Applicable Government Directives.
- b. The Deputy Minister is accountable for providing assurance to TB/MBC on the Agency's compliance with the mandatory requirements of Applicable Government Directives.

7.5 CHIEF EXECUTIVE OFFICER

- a. Under the Act, the CEO is employed under Part III of the PSOA.
- b. The CEO is accountable to the Board for the management and administration of the Agency, the supervision of Agency staff, and carrying out the roles and responsibilities assigned by the Board, the Act, this MOU and Applicable Government Directives. The CEO works under the direction of the Chair and the Board to implement policy and operational decisions. The CEO reports the Agency's performance results to the Board, directly or through the Chair.

- c. The Agency's employees are accountable to the CEO for their performance. The CEO supervises the performance of the Agency's employees in their responsibilities for the Agency.

8. Ethical Framework

- a. The Agency has not developed its own conflict of interest rules. As such, the Agency is required to follow the conflict of interest rules for ministries that are set out in Ontario Regulation 381/07 under the PSOA.
- b. Pursuant to the PSOA (section 58(4)), Ontario Regulation 381/07 applies to the Agency, with necessary modifications. To ensure compliance with Ontario Regulation 381/07 as it applies to the Agency, the Agency is required to identify senior positions in the Agency that are "designated senior positions" for the purposes of Ontario Regulation 381/07 as it applies to the Agency and are identified in Appendix 5 of this MOU.
- c. The Chair, as the ethics executive for the Agency, is responsible for ensuring that Appointees and the Agency's employees 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. Appointees are subject to the conflict of interest provisions of the AAD and the conflict of interest provisions of the PSOA and its regulations.
- e. Appointees shall not use any information gained as a result of their appointment to or membership on the Board for personal gain or benefit. An Appointee 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.

9. Roles and Responsibilities

9.1 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, compliance with Applicable Government Directives, the Government's operational policies and policy directions;
- c. Where required, recommending to TB/MBC: the merger, any change to the Agency's mandate, or dissolution of the Agency;

- d. Recommending to TB/MBC the powers to be given to, or revoked from, the Agency when a change to the Agency's mandate is being proposed;
- e. 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 changes to the governance or administration of the Agency resulting from any such review or audit;
- f. When appropriate or necessary, taking action or directing that the Agency take corrective action with respect to the Agency's administration or operations;
- g. Receiving, reviewing and approving, within 60 days of receiving it from the Agency, the Annual Report and ensuring that the Annual Report is tabled in the Legislative Assembly and made available to the public within 30 days after tabling it in the Legislative Assembly;
- h. Informing the Chair of the Government's priorities and broad policy directions for the Agency, in writing;
- i. Meeting with the Chair to discuss issues relating to the fulfilment of the Agency's mandate;
- j. Working with the Chair to develop appropriate measures and mechanisms related to the performance of the Agency;
- k. 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;
- l. 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 Agency;
- m. Reviewing and approving the Annual Business Plan and promptly advising the Chair whether or not he/she concurs with the directions proposed by the Agency. The Minister may advise the Chair where and in what manner the Agency's plans vary from Government or Ministry policy or priorities as may be required, and the Agency will revise its plan accordingly;
- n. Recommending to TB/MBC any provincial funding to be made available for use by the Agency;
- o. Outlining the high-level expectations, key commitments and performance priorities for the Agency at the beginning of the annual business planning cycle through the Agency mandate letter or its equivalent;
- p. Reviewing the advice or recommendation of the Board, through the Chair, on candidates for appointment or re-appointment to the Board;
- q. Moving recommendations forward to Cabinet and the LGIC for appointments and re-appointments to the Agency's Board, pursuant to the process for agency appointments established by legislation and/or by MBC through the AAD; and
- r. Issuing policies or directives to the Agency on matters relating to the exercise of the Agency's powers and duties under the Act.

9.2 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 its mandate and to ensure the implementation of actions that support them;
- b. Providing leadership to the Board, monitoring the Board's performance, and ensuring that the Board carries out its responsibilities for decisions regarding the Agency;
- c. Chairing Board meetings, including the management of the Board's agenda;
- d. Seeking strategic policy direction for the Agency from the Minister;
- e. Ensuring timely communications with the Minister regarding any issues or events involving the Agency, including decisions or opinions of the Board, that may concern, or can reasonably be expected to concern the Minister in the exercise of his/her responsibilities relating to the Agency;
- f. Consulting with the Minister in advance regarding any activity which may have an impact on the Government and Ministry's policies, directives or procedures, or on the Agency's mandate, powers or responsibilities as set out in the Act;
- g. Monitoring the performance of the Agency;
- h. Reporting to the Minister as requested on the Agency's activities within agreed upon timelines, including an annual letter confirming the Agency's compliance with all applicable legislation, directives, and accounting and financial policies;
- i. Ensuring that the Agency operates within its approved budget allocation, that public funds are used 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 Applicable Government Directives;
- j. Developing the Agency's MOU with the Minister and signing it on behalf of the Board;
- k. Submitting the Agency's Annual Business Plan, budget, Annual Report and financial reports, on behalf of the Board, to the Minister in accordance with the timelines specified in the Applicable Government Directives, and Appendix 1 of this MOU;
- l. Providing the Minister, the Minister of Finance and the 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;
- m. Advising the Minister annually on any outstanding audit recommendations, per the direction of the Board;
- n. Ensuring that the Appointees are informed of their responsibilities under the PSOA with regard to the rules of ethical conduct (Part IV of the PSOA), including the political activity rules (Part V of the PSOA);

- o. Ensuring appropriate management systems are in place (financial, information technology, human resources) for the effective administration of the Agency;
- p. Ensuring the Agency's compliance with legislative and TB/MBC policy obligations;
- q. Carrying out effective public communications and relations for the Agency as its chief spokesperson;
- r. Cooperating with any review or audit of the Agency directed by the Minister or TB/MBC;
- s. Fulfilling the role of ethics executive for the Agency's employees and the Appointees, promoting ethical conduct and ensuring that all members of the Agency are familiar with the ethical requirements of the PSOA, and the regulations and the directives made under the PSOA, including in respect of conflict of interest, political activity and the protected disclosure of wrongdoing;
- t. Keeping the Minister informed of upcoming Board appointment vacancies and providing recommendations for appointments or re-appointments;
- u. Reviewing and approving claims for per diems and travel expenses for the Board and the committee members in compliance with the Applicable Government Directives; and
- v. Consulting with the Deputy Minister in the evaluation of the performance of the CEO and pursuant to the performance criteria established by the Deputy Minister and the Board, through the Chair.

9.3 BOARD OF DIRECTORS

The Board is responsible for:

- a. Establishing goals, objectives, and strategic directions for the Agency within its mandate as defined by the Act, Government policies as appropriate, and this MOU;
- b. Supervising the management of the business and affairs of the Agency within its mandate as set out in the Act, its approved Annual Business Plan, and the policy parameters established and communicated in writing by the Minister;
- c. Directing the development of, and approving the Agency's Annual Business Plan for submission to the Minister within the timelines established in the AAD;
- d. Directing the preparation of, and approving the Agency's Annual Report for submission to the Minister for tabling in the Legislative Assembly within the timelines established by the Act or the AAD as applicable;
- e. Setting and reporting on the strategic direction for the Agency according to the Minister's agency mandate letter or equivalent, the Agency's proposed Annual Business Plan, and the Agency's Annual Report;
- f. Making decisions consistent with the Annual Business Plan approved for the Agency;
- g. Ensuring that the Agency manages its affairs in compliance with applicable TB/MBC directives;

- h. Ensuring that the Agency operates within its approved budget allocation, uses public funds with integrity and honesty, and only for the business of the Agency based on the principle of value for money, and in compliance with applicable legislation and TB/MBC directives;
- i. Ensuring that the Agency is governed in an effective and efficient manner according to accepted business and financial practices, and in accordance with applicable TB/MBC directives;
- j. 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;
- k. Approving reports and reviews of the Agency that may be requested by the Minister from time to time for submissions to the Minister within agreed upon timelines;
- l. Directing the development of an appropriate risk management framework, including a risk management plan, as set out in the Annual Business Plan, and arranging for risk-based reviews and audits of the Agency as needed;
- m. Where applicable, ensuring that conflict of interest rules that the Agency is required to follow, as set out in Ontario Regulation 381/07 (or as have been approved and published by the Conflict of Interest Commissioner on the Commissioner's website), are in place for the Appointees and the Agency's employees;
- n. Establishing performance measures, targets and management systems for monitoring and assessing the Agency's performance, as set out in the Agency's Annual Business Plan;
- o. Directing corrective action on the functioning or operations of the Agency, if needed;
- p. Cooperating with, and sharing as directed, any relevant information on any risk-based or periodic review directed by the Minister or TB/MBC;
- q. Consulting, as appropriate, with stakeholders on the Agency's goals, objectives and strategic directions; and
- r. Providing advice to the Government, through the Minister, and providing advice to the Minister, through the Chair, on issues within or affecting the Agency's mandate and operations.

9.4 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 TB/MBC directives, the Government's operational policies and policy directions based on the annual letter of compliance from the 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, including a risk management plan in place for managing risks that the Agency may encounter in meeting its program or service delivery objectives, as set out in the Agency's Annual Business Plan;
- h. Undertaking timely risk-based reviews of the Agency, its management or operations, as may be directed by the Minister or TB/MBC from time to time;
- i. Establishing a framework for reviewing and assessing the Agency's business plans and other reports;
- j. Supporting the Minister in reviewing the performance targets, measures and results of the Agency;
- k. Advising the Minister on documents submitted by the Agency to the Minister for review or approval, or both;
- l. Submitting to the Minister, as part of the annual planning process, a risk assessment and management plan for each risk category;
- m. Undertaking reviews of the Agency as may be directed by the Minister;
- n. Cooperating with any review of the Agency as directed by the Minister or TB/MBC;
- o. Monitoring the Agency on behalf of the Minister while respecting the Agency's authority, identifying needs for corrective action where warranted, and recommending to the Minister ways of resolving any issues that might arise from time to time;
- p. Negotiating a draft MOU, as well as any amendments to the MOU, as directed by the Minister;
- q. Consulting with the CEO, as needed or as directed by the Minister, on matters of mutual importance, including services provided by the Ministry and compliance with Applicable Government Directives;
- r. Meeting with the Chair or CEO as needed or as directed by the Minister, or on the request of the Chair or CEO;
- s. Arranging for administrative, financial and other support to the Agency, as specified in this MOU, including in section 13.2 and Appendix 4;

- t. Informing the CEO, in writing, of new Government directives and any exceptions to, or exemptions in whole or in part from TB/MBC directives or Ministry administrative policies;
- u. When required, submitting a report to the Secretary of TB/MB on the wind-down of the Agency, following the disposition of any assets, completion of any outstanding responsibilities by the Agency, and the termination of any appointments; and
- v. Consulting with the Chair on the performance evaluation of the CEO.

9.5 PRESIDENT & CHIEF EXECUTIVE OFFICER

The CEO is responsible for:

- a. Managing the day-to-day financial, analytical, and administrative affairs of the Agency in accordance with the mandate of the Agency, Applicable Government Directives, accepted business and financial practices, including market-based practices, and this MOU;
- b. Advising the Chair on the requirements of and compliance with the AAD, as well as other Applicable Government Directives, and Agency by-laws and policies, including annually attesting to the Chair on the Agency's compliance with mandatory requirements of Applicable Government Directives in order to support the Chair in providing a letter to the Minister confirming such compliance;
- c. Applying policies and procedures so that public funds are used with integrity and honesty;
- d. Providing leadership and management to the Agency's employees, including human and financial resources management, in accordance with the approved Annual Business Plan, accepted business and financial practices and standards, the Act, and Applicable Government Directives;
- e. Establishing and applying a financial management framework for the Agency in accordance with applicable Minister of Finance/Treasury Board controllership directives, policies and guidelines;
- f. Translating the goals, objectives and strategic directions of the Board into operational plans and activities in accordance with the Agency's approved Annual Business Plan;
- g. Ensuring that the Agency has the oversight capacity and an effective oversight framework in place for monitoring its management and operations;
- h. Keeping the Board, directly or through the Chair, informed with respect to implementation of policy and the operations of the Agency;
- i. Establishing and applying systems to ensure that the Agency operates within its approved Annual Business Plan;
- j. Establishing and applying the Agency's risk management framework and risk management plan in place, as set out in its Annual Business Plan;
- k. Supporting the Chair and Board in meeting their responsibilities, including compliance with all applicable legislation, directives, policies, procedures and guidelines;

- l. Carrying out in-year monitoring of the Agency's performance and reporting on results to the Board directly or through the Chair;
- m. Keeping the Ministry and the Chair advised on issues or events that may concern the Minister, the Deputy Minister or the Chair in the exercise of their responsibilities;
- n. Seeking support and advice from the Ministry, as appropriate, on Agency management issues;
- o. Establishing and applying a system for the retention of Agency documents and for making such documents publicly available when appropriate, for complying with FIPPA and the *Archives and Recordkeeping Act, 2006* where applicable;
- p. Undertaking timely risk-based reviews of the Agency's management and operations;
- q. Consulting with the Deputy Minister as needed, on matters of mutual importance, including administrative and organizational support services provided by the Ministry, and on TB/MBC and Applicable Government Directives;
- r. Cooperating with a periodic review directed by the Minister or TB/MBC;
- s. Keeping the Board, directly or through the Chair, informed about operational matters;
- t. Preparing the Agency's Annual Report and Annual Business Plan, subject to any direction from the Board, and presenting them to the Board for approval and implementing the plan as approved;
- u. Preparing financial reports for review/approval by the Board;
- v. Preparing a performance review system for staff and implementing the system in accordance with Government policies, directives and guidelines;
- w. Attesting to the compliance of the Agency to Applicable Government Directives and policies and support the Board to provide the stating of compliance of the Agency; and
- x. Managing, monitoring and evaluating the performance of the contracts of consultants, professional service providers or others who are engaged by the Agency to provide professional, technical or other assistance.

10. Reporting Requirements

10.1 ANNUAL BUSINESS PLAN

- a. The Chair will ensure that the Minister is provided annually with the Agency's Annual Business Plan covering a minimum of three 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. In addition to submitting the Annual Business Plan to the Minister for approval, the Annual Business Plan is to be submitted to the Ministry's Chief Administrative Officer or designated equivalent no later than three months prior to the start Agency's Fiscal Year.

- c. The Chair is responsible for ensuring that the Annual Business Plan includes a system of performance measures and reporting on the achievement of the objectives set out in the Annual Business Plan. The system must include performance goals, how they will be achieved, and targeted results and timeframes.
- d. The Chair will ensure that the Annual Business Plan includes a risk assessment and risk management plan to assist the Ministry in developing its risk assessment and risk management plan information in accordance with the requirements of the AAD to assess risks, develop and maintain necessary records, and report to TB/MBC.
- e. The Chair will ensure that publicly posted Annual Business Plans do not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets, information that would prejudice the financial or commercial interests of the Agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency.
- f. The Minister will review the Agency's Annual Business Plan and will promptly advise the Chair whether or not he/she concurs with the directions proposed by the Agency. The Minister may advise the Chair where and in what manner the Agency's plan varies from Government or Ministry policy or priorities as may be required, and the Chair, on behalf of the Board, will revise the Agency's plan accordingly. Annual Business Plans are only to be considered valid once the responsible Minister has approved the Agency's plan in writing.
- g. In addition, the Minister or TB/MBC may also request the Agency's Annual Business Plan to be brought forward to TB/MBC for review, as required.
- h. The Chair, through the CEO, will ensure that its 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 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 submitted to the Minister for approval and tabling in the Legislative Assembly. The Chair will submit the Annual Report to the Minister within 120 days after the Agency's Fiscal Year end, as required by the Act.
- b. The Chair is responsible for ensuring that the Agency's Annual Report fulfills the requirements of 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 Chair, through the CEO, will ensure that the Annual Report is publicly posted in an accessible format, in both official languages, on the Agency's website within 30 days of tabling in the legislature.

- e. The Minister will receive, review and approve the Annual Report and, pursuant to the requirements of the AAD, must table it in the Legislative Assembly within 60 days of receiving it from the Agency.

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 1 to this MOU are submitted for review and approval by the Minister in accordance with the timelines set out in Appendix 1;
- b. At the request of the Minister or Deputy Minister, supplying specific data and other information that may be required from time-to-time for the purpose of the Ministry's administration; and
- c. Signing and submitting to the Minister, annually, a letter confirming that the Agency is in substantial compliance with applicable legislation, directives, and accounting and financial policies.

11. Public Posting Requirements

- a. The Agency, through the Chair on behalf of the Board, will ensure that the following approved governance documents are posted in an accessible format, in both official languages, on the Agency's website within the specified timelines:
 - (i) Memorandum of Understanding and any Letter of Affirmation – 30 days of signing by both parties;
 - (ii) Agency Mandate Letter or its equivalent – at same time as the Annual Business Plan, if permitted to do so;
 - (iii) Annual Business Plan – 30 days of Minister's approval; and
 - (iv) Annual Report – 30 days of 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 Appointees and designated senior management staff are posted on the Agency's 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.

12. Communications and Issues Management

The parties to this MOU recognize that the timely exchange of information on the operations and administration of the Agency is essential for the Minister to meet his/her responsibilities for reporting and responding to the Legislative Assembly on the affairs of the Agency. The parties also recognize that it is essential for the Chair to be kept informed of the Government initiatives and broad policy directions that may affect the Agency's mandate and functions.

The Minister and the Chair, on behalf of the Board, therefore, agree as follows:

- a. The Chair will keep the Minister advised, in a timely manner, of all planned events or issues, including contentious matters, that concern or can be reasonably expected to concern the Minister in the exercise of his/her responsibilities;
- b. The Minister will consult with the Chair, as appropriate, on broad Government policy initiatives or legislation being considered by the Government that may impact on the Agency's mandate or functions, or which otherwise will have a significant impact on the Agency;
- c. The Minister and the Chair will consult with each other on public communication strategies and publications. They will keep each other informed of the results of stakeholder and other public consultations and discussions;
- d. The Minister and the Chair will meet at least annually, or as requested by either party, to discuss issues relating to the fulfillment of the Agency's mandate, management and operations and the Chair will report to the Minister regarding any issues or events involving the Agency, including decisions or opinions of the Board, that may concern, or can reasonably be expected to concern the Minister in the exercise of his/her responsibilities;
- e. The Deputy Minister and the CEO will meet at least quarterly, or as requested by either party, to discuss issues relating to the delivery of the Board's mandate and the efficient operation of the Agency, including any issues related to 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; and
- f. The Agency and Ministry will adhere to the "no surprises" basis of day-to-day business and the public communications protocol set out in Appendix 3 to this MOU.

13. Administrative Arrangements

13.1 APPLICABLE GOVERNMENT DIRECTIVES

- a. The Chair, on behalf of the Board, is responsible for ensuring that the Agency operates in accordance with all Applicable Government Directives, as set out in Appendix 2 to this MOU, as well as applicable Ministry financial and administrative policies and procedures.
- b. The Ministry will inform the Agency of amendments or additions to Applicable Government Directives.

- 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.

13.2 ADMINISTRATIVE AND ORGANIZATIONAL SUPPORT SERVICES

- a. The Deputy Minister is responsible for providing the Agency with the administrative and organizational support services listed in Appendix 4 to this MOU, and for negotiating with Ontario Shared Services concerning these services, as appropriate.
- b. Either party may request a review of Appendix 4 at any time.
- c. The Deputy Minister will ensure that the support or services provided to the Agency are of the same quality as those provided to the Ministry's own divisions and branches.
- d. Reimbursement of fees for support services shall be on an at-cost basis in accordance with the schedule set out in Appendix 4.
- e. The Agency is classified as a board-governed agency, in the AAD, and it is an operational enterprise agency in accordance with applicable policy and directives prescribed by MBC. As such, the Agency may:
 - (i) Perform administrative and specialized functions through its own staff;
 - (ii) Obtain such services from external sources; and/or
 - (iii) Obtain administrative and specialized services, such as legal, human resources, freedom of information and communication services, from the Ministry.

13.3 LEGAL SERVICES

- a. MAG has a statutory responsibility to advise the Government on matters of law.
- b. The provision of all civil legal advice and services to ministries and specified agencies has been assigned to MAG.
- c. Legal services are provided in accordance with the MAG's "Operating Policy on Acquiring and Using Legal Services". This policy provides that legal work done on behalf of the Government by ministries and specified agencies must be performed by Government legal counsel or, in certain specific cases, by private sector lawyers whose retentions have been approved by MAG.
- d. The retention of a private sector lawyer may be approved where, for example, a conflict of interest would result if MAG counsel were to provide legal services to the Ministry or Agency.
- e. The Chair, the Board and the CEO will ensure that the Board's practices and operations comply with the laws of the Province of Ontario and the federal laws of Canada.
- f. The Chair will promptly inform the Ministry and the Deputy Minister of any and all significant potential legal exposures of liabilities for the Agency, the Government or the Minister that is within the knowledge of the Chair, the CEO or the Agency's legal advisors.

- g. The Chair shall consult with the Deputy Minister before preparing a legal response where the liability of the Government or the Minister may be an issue.

13.4 FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY

- a. The Chair and the Minister acknowledge that the Agency is bound to follow the requirements set out in the FIPPA in relation to the collection, retention, security, use, distribution and disposal of records.
- b. The Minister is the institution head for the purposes of the FIPPA, pursuant to Regulation 460 under FIPPA.

13.5 CREATION, COLLECTION, MAINTENANCE AND DISPOSITION OF RECORDS

- a. The Chair, on behalf of the Board, is responsible for:
 - (i) Ensuring that a system is in place for the creation, collection, maintenance and disposal of records;
 - (ii) Ensuring that the Agency complies with all Government legislation, directives and policies related to information and records management;
 - (iii) Ensuring measures are implemented requiring the Agency's staff to create full, accurate and reliable records that document and support significant business transactions, decisions, events, policies and programs; and
 - (iv) Ensuring that the Agency complies with the *Archives and Recordkeeping Act, 2006*.
- b. The CEO, the Chair and the Board shall protect the legal, fiscal and other interests of the Agency by implementing reasonable measures to ensure the ongoing viability, integrity, preservation and security of all official records created, commissioned or acquired by the Agency. This includes, but is not limited to, all electronic records, such as emails, information posted on the Agency's website, database data sets, and all records stored on personal computers and shared drives.

13.6 SERVICE STANDARDS

- a. The Agency shall establish customer service and quality standards, as applicable, that are consistent with the appropriate standards of the Government, the Ministry and the Ontario Public Service.
- b. The Agency has in place a process for responding to complaints about the quality of services received by members of the public consistent with the Government's service quality standards.
- c. The Agency shall comply with the *Accessibility for Ontarians with Disabilities Act, 2005*, S.O. 2005, c. 11, as amended.

13.7 INTELLECTUAL PROPERTY

The CEO 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 into with a third party that involves the creation of intellectual property.

14. Financial Arrangements

14.1 FUNDING

- a. The Agency maintains bank accounts in its own name and manages its financial activities in accordance with its own policies and procedures.
- b. The CEO will prepare estimates of the Agency's expenditures for its Annual Business Plan, and for inclusion in the Ministry's Program Review, Renewal and Transformation. The Chair will deliver these estimates to the Minister in sufficient time to be analyzed and approved by the Minister.
- c. These estimates provided by the Agency may, after appropriate consultation with the Chair, be altered as required.
- d. Financial procedures of the Agency must be in accordance with Applicable Government Directives, as set out in Appendix 2 of this MOU.
- e. 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 FAA, the Agency shall pay into the Government's consolidated revenue fund any money that the Minister of Finance and/or the President of the Treasury Board determines is surplus to the Agency's requirements.
- f. Pursuant to section 28 of the FAA, 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.
- g. 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 this with the Ministry before making such changes.
- h. The CEO shall be responsible for providing the Ministry with the necessary documentation to support the Agency's expenditures.

14.2 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 Government's stated accounting policies issued by the Office of the Provincial Controller Division.

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

14.3 TAXATION STATUS: HARMONIZED SALES TAX

- a. The Agency is responsible for paying Harmonized Sales Tax ("HST") where applicable, in accordance with the Federal *Excise Tax Act*.
- b. The Agency pays HST directly to suppliers and subsequently claims government rebates on the HST that was paid.

15. Audit and Review Arrangements

15.1 AUDITS

- a. Pursuant to Section 15(1) of the Act, the accounts of the Agency shall be audited annually by the Auditor of Record. Audited financial statements will be included in the Agency's Annual Report.
- b. The Agency is subject to periodic review and value-for-money audit by the Auditor General of Ontario under the *Auditor General Act, R.S.O. 1990, c. A. 35* or by the Ontario Internal Audit Division of TBS.
- c. The Ontario Internal Audit Division of TBS may also carry out an internal audit, if approved to do so by the Ministry's Audit Committee or by the Corporate Audit Committee.
- d. Regardless of any previous or annual external audit, the Minister may direct that the Agency be audited at any time.
- e. The Agency will promptly provide a copy of every report from an audit directed by the Minister, to the Minister and to the ARC. 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 of the audit recommendations that remain outstanding.
- f. The Chair, on behalf of the Board, may request an external audit of the financial transactions or management controls of the Agency, at the Agency's expense.

16. Staffing and Appointments

16.1 DELEGATION OF HUMAN RESOURCES MANAGEMENT AUTHORITY

Where the PSC has delegated its powers, duties and functions in relation to human resources management to the Deputy Minister, the Chair or prescribed individual under Ontario Regulation 148/10, that person is accountable for exercising that authority in compliance with any relevant

legislation, directives or policies in accordance with the mandate of the Agency, and within the parameters of the delegated authority.

16.2 STAFFING REQUIREMENTS

- a. The Agency is staffed by persons employed under Part III of the PSOA.
- b. The Agency, in its dealings with staff employed under Part III of the PSOA, is subject to MBC human resource directives and PSC directives under the PSOA.

16.3 DESIGNATED SENIOR POSITIONS

For the purposes of applying post-service conflict of interest rules to former public servants of public bodies, the Agency shall identify all designated senior positions. Such designated senior positions are set out in Appendix 5, which encompass the senior public body positions equivalent to those so designated for the ministries in Section 14 of PSOA Reg. 381/07.

16.4 APPOINTMENTS

- a. The Board shall be composed of at least three (3) and not more than twelve (12) members, as set out in the Act.
- b. The Chair and vice-chair of the Agency are appointed by the LGIC on the recommendation of the Minister, pursuant to Section 3(4) of the Act.
- c. The other members of the Board are appointed by the LGIC on the recommendation of the Minister, pursuant to Section 3(2) of the Act.

16.5 REMUNERATION

- a. Remuneration for Appointees who are not public servants under Part III of the PSOA, is set by Order in Council 1324/2009.
- b. As set out Order in Council 1324/2009, the Chair is remunerated at a per diem rate of \$350.00 per day, the Vice Chair is remunerated at a per diem rate of \$250.00 per day and the Board members are each remunerated at a per diem rate of \$200.00 per day for each day in which they are engaged in the business of the Agency, plus reasonable expenses incurred while performing Board-related duties.
- c. Travel expenses of Board members must comply with Applicable Government Directives. Reasonable expenses shall be reimbursed in accordance with the Agency's approved policies.

17. Risk Management, Liability Protection and Insurance

17.1 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 AAD risk management process.

- b. The Agency shall ensure that the risks it faces are dealt with in an appropriate manner.

17.2 LIABILITY PROTECTION AND INSURANCE

- a. The Board, as represented by the Chair, acknowledges that the Agency shall (i) receive indemnification from the Government under Section 28 of the FAA; or (ii) maintain liability protection and insurance for the period during which this MOU is in effect. The Agency's liability and insurance policy would be with insurers that are licensed to write in Ontario insurance coverage, which is satisfactory to the Ministry.
- b. If required, the Agency will purchase third-party liability insurance coverage to protect itself against claims that might arise from anything done or omitted to be done by the Agency or its directors, officers, employees 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. The amount, type and cost of the insurance should be specified and evidence of insurance shall be provided to the Ministry annually if requested.
- c. The Agency may, subject to Section 28 of the FAA and in accordance with Government agency practice, indemnify its directors from liability incurred in the proper exercise of their duties.

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

18.1 EFFECTIVE DATE OF 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 memorandum of understanding must be provided to the Secretary, TB/MBC.
- c. If a new Minister or Chair takes office, within six (6) months of the change, 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 both agree to review it and sign a new memorandum of understanding.
- d. A copy of the letter of affirmation, or a new memorandum of understanding between the Minister and Chair must be provided to the Secretary, TB/MBC within six (6) months of the new party or parties' commencement.
- e. Without affecting the effective date of this MOU, 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 in a timely manner in the event of a significant change to the Agency's mandate, powers or governance structure as a result of a material amendment to the Act.

- h. At a minimum, this MOU will be reviewed at least once every 5 years to ensure it is current and consistent with Government expectations.

18.2 OTHER REVIEWS

- a. The Agency may be 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 involved.
- c. A mandate review of the Agency will be conducted at least once every seven years, or as otherwise required by the AAD.
- 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.

[The remainder of this page is intentionally left blank; Signature page to follow.]

**HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO, AS REPRESENTED BY THE
MINISTER OF ECONOMIC DEVELOPMENT, JOB CREATION AND TRADE**

Original Executed by: "Vic Fedeli"

August 22, 2019

The Honourable Vic Fedeli
Minister of Economic Development,
Job Creation and Trade

Date

ONTARIO CAPITAL GROWTH CORPORATION

Original Executed by: "Annie Ropar"

July 9, 2019

Annie Ropar
Chair of the Board

Date

Original Executed by: "Steve Romanyshyn"

July 9, 2019

Steve Romanyshyn
President & Chief Executive Officer

Date

Appendix 1: Summary of Agency Reporting Requirements

DUE DATE	REPORT / DOCUMENT	NAMES OF
N/A – varies	Estimates: <ul style="list-style-type: none"> • The Agency will prepare estimates of its expenditures for inclusion in the Ministry’s business plan. 	<ul style="list-style-type: none"> • CEO
Submitted annually to the Ministry Chief Administrative Officer by Jan.1 and to the Minister by March 1 each year	Annual Business Plan <ul style="list-style-type: none"> • Prepares • Approves • Provides to Minister 	<ul style="list-style-type: none"> • Agency staff • Board • Chair
Submitted annually to the Minister within 120 days of the Agency’s Fiscal Year end	Annual Report <ul style="list-style-type: none"> • Prepares • Approves • Provides to Minister 	<ul style="list-style-type: none"> • Agency staff • Board • Chair
Submitted annually to the Minister within 120 days of the Agency’s Fiscal Year end	Auditing Year-End Financial Statements <ul style="list-style-type: none"> • Prepares • Audit & Sign-Off • Provides to Minister 	<ul style="list-style-type: none"> • Agency staff • Auditor of Record • Chair
Submitted quarterly to the Board	Quarterly Financial Reports <ul style="list-style-type: none"> • Prepares • Reviews • Approves 	<ul style="list-style-type: none"> • Agency Staff • ARC • Board
Reviewed at least once every 5 years or when new Chair/Minister is appointed	MOU <ul style="list-style-type: none"> • Prepares • Approves 	<ul style="list-style-type: none"> • Agency staff • Board, Chair, Minister
Submitted annually to Ministry’s Corporate Services Division within agreed upon timelines	Letter of Compliance to Minister <ul style="list-style-type: none"> • Prepares • Provides Attestation • Provides to Minister 	<ul style="list-style-type: none"> • Agency staff • CEO first, followed by Chair • Chair

Appendix 2: Applicable Government of Ontario Directives

1. The following TB/MBC directives apply to the Agency³:

Governance and Accountability

Accountability Directive
Advertising Content Directive
Agencies and Appointments Directive
Internal Audit Directive
Minister's Staff Commercial Transactions Directive
Open Data Directive
Perquisites Directive
Transfer Payment Accountability Directive

Business Planning and Financial Management

Accounting Advice Directive
Business Planning and Allocation Directive
Cash Management Directive
Delegation of Authority Directive
Expenditure Management Directive
General Expenses Directive
Indemnification Directive
Realty Directive
Relocation Expenses Directive
Travel, Meal and Hospitality Expenses Directive

General

Communications in French Directive
Government Publications Directive
Visual Identity Directive

Human Resources Management

Classification & Position Administration Directive
Compensation Directive
Confidential Disclosure to Bargaining Agents Directive
Continuation of Existing Classes and Salaries Directive
Disclosure of Wrongdoing Directive – for employees/appointees of public bodies (i.e., agencies)
Employees Benefits Directive
Hours of Work Directive
Human Resources Management Delegation of Authority Directive
Human Resources Management Directive
Merit Increases Directive
Salary Rates/Ranges Directive

³ List compiled as of July 2018. The directives that apply to the Agency include, but are not limited to, those outlined in the list.

Information and Information Technology (I&IT) Management

*Managing, Distributing & Pricing Government Information (Intellectual Property) Directive
Management and Use of Information and I&IT Directive in conjunction with the Corporate
Policy on Recordkeeping*

Procurement

Procurement Directive

*Procurement Directive on Advertising, Public and Media Relations, and Creative
Communications Services*

2. The Agency is responsible for complying with all directives, policies and guidelines to which it is subject, irrespective of whether it is included on the list above.
3. The Ministry will inform the Agency of amendments or additions to directives, policies and guidelines that apply to the Agency in a timely manner.

Appendix 3: Public Communications Protocol

1. Definitions:
 - a. “Public communications” means any material that is communicated to the public, either directly or through the media in:
 - (i) Oral form, such as a speech or public presentation;
 - (ii) Printed form, such as a hardcopy report; and
 - (iii) Electronic form, such as a posting to the Agency’s 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, which may have direct implications for the Agency, the Ministry or the Government, or is likely to result in inquiries being directed to the Minister or Government. Contentious issues may be raised by:
 - (i) Members of the Legislative Assembly;
 - (ii) The public;
 - (iii) Media;
 - (iv) Stakeholders; and/or
 - (v) Service delivery partners.
2. The Agency will comply with the TB/MBC Visual Identity Directive and identify itself in all media responses and news releases as an Agency of the Government.
3. The Ministry and the Agency will each identify a person as public communications “leads”:
 - (i) The Ministry lead is the Director, Scale-Up Services Branch (or any successor); and
 - (ii) The Agency lead is the CEO.
4. The Chair, the CEO, and the Ministry shall operate in accordance with Section 9 of this MOU (Roles and Responsibilities) as it relates to communication and liaison between the Agency and the Ministry.
5. For the purpose of this protocol, public communications are divided into three categories:
 - a. Day-to-day business of the Agency: The Agency is responsible for all communications in relation to its day-to-day operations as an arms-length agency of the Ministry. The Agency will operate on a “no-surprises” basis with the Ministry in accordance with Section 12 of the MOU.
 - b. Disclosure of investments made by the Agency: Media responses, news releases, or communications plans related to the public disclosure of investments made by the Agency:
 - (i) Capital Commitments:
 - The Agency lead will notify the Deputy Minister’s Office (“DMO”), the Minister’s Office (“MO”) and the Ministry lead of (1) an investment commitment made by the Agency (either to a fund manager or to a company) immediately upon execution of the definitive legal documents binding the corporation to such investment commitment;

or (2) upon being notified by a general partner that such an event is occurring and information is being released publicly.

- The Ministry lead will provide the information to the appropriate staff in the Scale-Up Services Branch (or any successor), the Assistant Deputy Minister's Office ("ADMO") and the Ministry's Communications Branch to update the House Book Note.

(ii) Liquidity Event:

- The Agency lead will notify the DMO, the MO and the Ministry lead of (1) any significant liquidity event involving the Agency's portfolio immediately upon execution of the definitive legal documents binding the corporation to such event; or (2) upon the Agency being notified by a general partner that such an event is occurring and information is being released publicly.
- The Ministry lead will provide the information to the appropriate staff in the Scale-Up Services Branch (or any successor), the ADMO and the Ministry's Communications Branch to update the House Book Note.

c. Contentious issues:

- (i) For all contentious issues, the Agency lead will notify the DMO, the MO and the Ministry lead immediately upon becoming aware of the issue.
- (ii) The Ministry lead will notify the appropriate staff in the Scale-Up Services Branch (or any successor), the ADMO and the Ministry's Communications Branch. The Ministry lead may also advise the Agency of contentious issues that require attention.
- (iii) The Agency lead will provide the required non-commercially sensitive information on the issue to the Ministry lead, and/or commercially sensitive information as set out in transfer payment agreements.
- (iv) The Agency will liaise with the Ministry and the MO on the approach to any public communication in relation to a matter in this category.

With respect to public communications, the Agency will assume full responsibility for all communications, marketing or public relations work or services from third parties.

Appendix 4: Administrative and Organizational Support Services

1. The Deputy Minister is responsible for ensuring that the Ministry provides the following administrative support services to the Agency and for negotiating with Ontario Shared Services concerning such services, as appropriate or as requested from time to time:

(a) Financial Administration:

- i. Pay and benefits administration;
- ii. Accounts payable and technical advice;
- iii. Purchasing;
- iv. Use of IFIS to pay direct contract expenses for external service providers;
- v. Central mail and printing services; and
- vi. Records and form advisory services.

(b) Human Resource Services:

- i. Classification;
- ii. Advice and consultation regarding recruitment procedures and staff relations;
- iii. Job description writing;
- iv. Career counselling and staff development; and
- v. Advice and consultation regarding corporate initiatives, such as occupational health and safety and other standard human resources services.

(c) Education and Training:

- i. Corporate educational opportunities and career planning services available and open to the Agency's staff; and
- ii. Available services communicated effectively to the Agency's staff.

(d) Diversity and Inclusion Services:

- i. Strategic advice, guidance and expertise on diversity and inclusion challenges;
- ii. Support in the development of a diversity and inclusion strategy and performance measures.

(e) Information Technology and Telecommunications ("I&IT") Services:

- i. Technology resources, including, but not limited to, desktops, laptops and personal digital assistants (e.g. smartphones), servers, all storage medias (e.g. CDs/DVDs, memory sticks)
- ii. Consultation for Agency on I&IT services; and
- iii. Support for Agency related to I&IT services.

(f) Internal Audit:

- i. Financial compliance, management, human resource and information systems audits;
- ii. Operational reviews and special investigations as required; and

- iii. Consultations and training as required.
 - (g) Accommodation Planning:
Facilities planning, office maintenance, and relocation services, including but not limited to, compliance with the *Accessibility for Ontarians with Disabilities Act, 2005*, S.O. 2005, c. 11, as amended, and lease renewals.
 - (h) Freedom of Information Services and Protection of Privacy Program Services
As required.
 - (i) French Language Services:
 - i. Advice and assistance to the CEO in meeting obligations under the applicable legislation; and
 - ii. Support in ensuring the provision of translation and interpretation services.
 - (j) Communications
Including, but not limited to, drafting of news releases related to the Agency's venture capital initiatives and subject to approval by both the Ministry and the Agency.
2. The Ministry will issue an invoice for shared operating expenses as outlined above to the Agency on a quarterly basis payable in arrears. The payment process can be revised with the consent of both parties. The Agency's maximum amount for operating expenses in each fiscal year is governed by the operating funds transfer payment agreement effective as of March 22, 2018 between Her Majesty the Queen in Right of Ontario as represented by the Minister and the Agency, as may be amended from time to time.
3. The Ministry of the Attorney General or its seconded legal services branch will provide legal services to the Agency in accordance with Section 13.3 of this MOU and as determined by the sole and absolute discretion of the CEO.

Appendix 5: Designated Senior Positions

The following Agency positions are classified as “designated senior positions” under this MOU:

- CEO

Appendix 6: Applicable Statutes of Particular Attention

As an Ontario crown agency, the Agency is subject to all applicable statutes, which include, but are not limited to the following:

1. *Accessibility for Ontarians with Disabilities Act, 2005*, S.O. 2005, c. 11;
2. *Archives and Recordkeeping Act, 2006*; S.O. 2006, c 34.
3. *Auditor General Act*, R.S.O. 1990, c. A.35;
4. *Business Corporations Act*, R.S.O. 1990, c. B.16;
5. *Crown Agency Act*, R.S.O. 1990, c. C.49;
6. *Financial Administration Act*, R.S.O 1990, c. F.12;
7. *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c. F. 31;
8. *Ontario Capital Growth Corporation Act, 2008*, S.O. 2008, c. 19; and
9. *Public Service of Ontario Act, 2006*, S.O. 2006, c. 35.

Appendix 7: List of I&IT Products and Services

1. All Information and Information Technology (“I&IT”) products are furnished, managed, controlled, procured and maintained by the Ministry of Government and Consumer Services (“MGCS”) I&IT Cluster, such as a telephones and facsimile lines, a multi-function unit, laptop computers, desktop computers, RASVPN tags and smart phones.
2. The Agency has a share-point site that is managed by MGCS. MGCS is also the Agency’s helpdesk. The Agency does not utilize any third party I&IT services that have not been approved by the appropriate authority within Government.
3. All Agency I&IT users are required to attest, as requested by MGS I&IT Cluster. Any use of the MGCS I&IT system is only for Agency/Government related work.