

MEMORANDUM OF UNDERSTANDING

BETWEEN

**THE CENTENNIAL CENTRE OF SCIENCE AND TECHNOLOGY
(also known as the ONTARIO SCIENCE CENTRE)**

AND

THE MINISTER OF TOURISM AND CULTURE

1. DEFINITIONS

In this Memorandum of Understanding,

“**Act**” means the *Centennial Centre of Science and Technology Act*, R.S.O. 1990, c. C.5;

“**Board**” means the appointed board of trustees of the Centennial Centre of Science and Technology;

“**Centre**” means the corporation without share capital continued under the name The Centennial Centre of Science and Technology under the *Centennial Centre of Science and Technology Act*;

“**Chair**” means the designated Chair of the board of trustees of the Ontario Science Centre;

“**Deputy Minister**” means the Deputy Minister of Tourism and Culture;

“**Directives**” means those Ministry of Finance and Treasury Board/ Management Board of Cabinet directives listed in Schedule 1 attached to and forming part of this MOU;

“**CEO**” means the Director General and Chief Executive Officer of the Centennial Centre of Science and Technology;

“**fiscal year**” means the period of time commencing on April 1 in each year and ending on March 31 in the following year;

“**Government**” means the Government of Ontario;

“**Minister**” and “**Ministry**” respectively mean the Minister of Tourism and Culture and the Ministry of Tourism and Culture;

“**MOU**” means this Memorandum of Understanding; and

“**TB/MBC**” means Treasury Board/Management Board of Cabinet.

2. PURPOSE

The purpose of this MOU is to clarify the operational, accountability, financial, administrative, auditing and reporting relationships between the Minister and the Centre.

This MOU sets out the framework for accountability between the Minister and the Chair and this MOU meets the requirements of the *Agency Establishment and Accountability Directive*.

The Minister and the Board shall act according to the responsibilities set out for each in this MOU. This MOU shall not affect, modify or interfere with the responsibilities of either the Minister or the Board under law. For greater certainty, this MOU shall not limit in any way the ability, authority and obligation of the Board to govern the Centre in light of the best interests of the Centre and the Government and in accordance with the other legal duties and responsibilities of the Board, including, without limitation, any duties of care or fiduciary duties. These legal duties and responsibilities shall prevail over any provision of this MOU in the event of any conflict between the provisions of this MOU and the legal duties and responsibilities of the Board.

3. LEGISLATIVE AUTHORITY, MANDATE and AGENCY CLASSIFICATION

The Centre is governed by the Act. Its mandate, as provided for in section 6 of the Act, is to:

- (a) depict to the public and to conduct a program of education in the origins, development and progress of science and technology, and their relationship to society;
- (b) depict the role of Ontario in the furtherance of science and technology;
- (c) stimulate the interest of the public in matters depicted by the Centre;
- (d) collect, manufacture, market, exhibit and sell objects and displays; and to
- (e) maintain and operate a science centre and related facilities for the furtherance of the objects set out in clauses (a) to (d) and to provide consulting services in relation to all the matters set out in this section.

In accordance with subsections 2(1) and 3(1) of the Act, the Centre is governed by the Board consisting of not fewer than sixteen (16) trustees and not more than twenty-six (26) trustees who are appointed by the Lieutenant Governor in Council.

The Centre is designated as an Operational Enterprise agency in accordance with TB/MBC's *Agency Establishment and Accountability Directive* and is subject to and shall comply with all existing Ministry of Finance and TB/MBC Directives applicable to Operational Enterprise agencies as set out in **Schedule 1** to this MOU.

Where such Directives are amended, or new Directives are issued by the Ministry of Finance or TB/MBC, the Deputy Minister shall advise the Centre in writing of the applicability of these Directives to the Centre, and these Directives shall be deemed to form part of Schedule 1. The

Centre shall comply with all Directives in Schedule 1 and any Directives deemed to form part of Schedule 1.

4. DURATION OF MOU and PROCESS FOR REVIEW & AMENDMENT OF MOU

This MOU shall be in effect as of the date of the Minister's signature and shall expire five years from the date of the Minister's signature. This MOU will remain in force for no more than six additional months until a signed MOU is provided to the Secretary, MBC.

This MOU shall not be executed by the parties before it has been approved by TB/MBC.

Upon a change in the Minister or the Chair, this MOU must be affirmed by the new party to the MOU. A letter of affirmation must be provided to the Secretary, MBC, within six months of the new party's commencement.

This MOU may be amended from time to time with the agreement of the Minister and the Chair. Either the Minister or the Chair may propose amendments to this MOU. All amendments shall be in writing and shall be approved by both parties and TB/MBC before a revised MOU can be executed.

5. GUIDING PRINCIPLES

The Minister and the Chair agree that they will adhere to the following principles in their relationship:

- (a) The Centre is a statutory entity which exercises powers and performs duties in accordance with its mandate under the Act.
- (b) While the Centre operates at arm's length from the Government, the Chair recognizes that the Centre must operate within the policy parameters set out by the Government.
- (c) The Centre is accountable to the Minister, and through the Minister, to the Legislative Assembly in fulfilling its mandate. Accountability is a fundamental principle to be observed in the management, administration and operations of the Centre.
- (d) As an agency of the Government, the Centre shall conduct itself according to the management principles of the Government. These principles include ethical behaviour, accountability, excellence in management, wise use of public funds, value for money, equitable access to high-quality service to the public, and openness and transparency.
- (e) The Minister and the Chair commit to avoid any duplication of services and agree to ensure that all services are consistent with the Government's policy direction.

6. CONSULTATION AND COMMUNICATIONS

The Minister and the Chair recognize that the timely exchange of information and consultation is essential to success in discharging their respective responsibilities, and they agree to act according to the Ministry's **Communications Protocol for Agencies** attached to this MOU as **Schedule 2**. They therefore agree that:

- (a) The Chair will keep the Minister advised of issues or events, including contentious matters, that concern or can reasonably be expected to concern the Minister in the exercise of the Minister's responsibilities. The Centre will advise the Ministry immediately of those contentious matters.
- (b) The Minister will ensure that the Chair is consulted, as appropriate, on initiatives proposed to amend the legislation which governs the Centre's mandate or operations or which otherwise will have significant impact on the Centre. This commitment includes consultation on any review of the Centre's mandate or assessment of the continuing public need for its services.
- (c) The Minister and the Chair will consult with each other on public communication strategies and publications, and will keep each other informed of the results of stakeholder and other public consultations and discussions as appropriate.
- (d) The Minister and the Chair will meet annually, or more often as needed, to discuss issues relating to the delivery of the Centre's mandate. The Deputy Minister will meet with the Chair or the CEO annually, or more often as needed, to discuss issues relating to the efficient and effective operation of the Centre.
- (e) The Ministry and Centre staff will maintain a Senior Liaison Committee which will meet two times a year or as the agenda warrants, to discuss matters of mutual interest. The agenda and minutes will be prepared in consultation with both the Ministry and Centre staff.

7. ACCOUNTABILITY RELATIONSHIP

The accountability relationship is as follows:

- (a) **Minister** - The Minister is accountable to the Legislative Assembly for the Centre's fulfilment of its mandate, its compliance with Government policies and for reporting to the Legislative Assembly on the Centre's affairs.

The Minister is accountable to Cabinet for the performance of the Centre and its compliance with the Government's operational policies and broad policy directions.

- (b) **Chair** - The Chair is accountable to the Minister for the performance of the Centre in fulfilling its mandate and for carrying out the roles and responsibilities assigned to the Chair by the Act, Directives and this MOU.
- (c) **Board** – The Board, through the Chair, is accountable to the Minister for governing the affairs of the Centre in accordance with its mandate.

- (d) **Deputy Minister** - The Deputy Minister is accountable to the Minister for carrying out the roles and responsibilities with respect to the Centre as assigned to him/her by the Minister, Directives, the Act and this MOU.
- (e) **CEO** - The CEO is accountable to the Board, through the Chair, for the management and administration of the Centre, the supervision of the Centre's employees, and for carrying out the roles and responsibilities assigned by the Board, Directives, the Act and this MOU. The CEO is also accountable to the Board for the accuracy of financial projections and meeting operational and financial targets. The CEO works under the direction of the Chair in implementing policy and operational decisions and must report agency performance results to the Chair.
- (f) **CEO** – The CEO is also accountable to the Deputy Minister for carrying out the roles and responsibilities assigned by Directives, the Act and this MOU.

8. ROLES AND RESPONSIBILITIES

8.1. Minister

The Minister is responsible for:

- (a) ensuring the activities of the Centre are monitored to ensure that its mandate is being fulfilled and that it is in compliance with relevant Government policies;
- (b) reporting and responding to the Legislative Assembly on the affairs of the Centre and reporting and responding to Cabinet on the Centre's performance and compliance with applicable Ministry of Finance and TB/MBC Directives and the Government's operational policies and broad policy directions;
- (c) establishing and communicating to the Centre, in writing, changes in the Government policy parameters within which the Centre is required to operate;
- (d) reviewing, approving, presenting and recommending the annual allocation for the Centre as part of the Government's business planning process;
- (e) reviewing and approving the Centre's multi-year and annual plans, including the business plan and reports in accordance with section 12 of this MOU;
- (f) reviewing and recommending to TB/MBC the provincial funding to be given to the Centre;
- (g) reviewing and approving the Centre's by-laws as provided for in subsection 3(5) of the Act;
- (h) receiving the Centre's annual report and ensuring that the annual report is made available to the public after tabling it in the Legislative Assembly;
- (i) the administration of the Act;

- (j) recommending appointments and reappointments pursuant to the process for agency appointments by the Lieutenant Governor in Council which are established by legislation or TB/MBC, after consultation with the Chair as appropriate, to ensure that the requirements of the Act are met;
- (k) consulting with the Chair as appropriate on significant new directions or when the Government is considering regulatory or legislative changes that could impact the Centre;
- (l) when appropriate or necessary, taking action or directing/recommending that corrective action be taken with respect to the Centre's mandate or operations;
- (m) determining the need for any review and making recommendations to TB/MBC regarding the elimination or consolidation of the Centre or any changes to the Centre's mandate;
- (n) developing this MOU with the Chair and signing it into effect upon approval by TB/MBC; and
- (o) meeting with the Chair annually or more often as needed.

8.2. Deputy Minister

The Deputy Minister is responsible for:

- (a) providing support and assistance to the Minister in the execution of the Minister's duties with regard to the Centre;
- (b) providing a framework for assessing whether the Centre is fulfilling its mandate, in accordance with Government policies;
- (c) undertaking assessments on behalf of the Minister of whether the Centre is fulfilling its legislative mandate in accordance with Government policies; identifying any need for corrective action; and recommending to the Minister ways to resolve any issues that are identified;
- (d) advising the Minister on the operation of the Centre, or its consolidation or elimination;
- (e) ensuring that the Centre has an appropriate risk management framework and mitigating strategy in place for managing risks that the Centre may encounter in meeting its program or service delivery objectives;
- (f) consulting with the Chair or the CEO as directed by the Minister regarding matters of mutual importance, including matters regarding TB/MBC Directives and Ministry policies;
- (g) establishing a framework for reviewing and assessing the Centre's business plans and other reports, and advising the Minister on the Centre's documents submitted to the Minister for review and/or approval;

- (h) ensuring that the planning and reporting requirements as set out in section 12 of this MOU have been met;
- (i) ensuring that such services as may be outlined in any service agreement between the Ministry and the Centre are provided to the Centre;
- (j) consulting with the Chair on all matters related to the hiring or termination of the CEO;
- (k) on an annual basis, in consultation with the Chair on behalf of the Board, approving the CEO's performance objectives and conducting the CEO's performance evaluation and assessing his/her performance for merit compensation purposes;
- (l) informing the Chair and CEO in writing of the Directives and policies of the Ministry and the Government that apply to the Centre;
- (m) advising the Minister on the requirements of Ministry of Finance and TB/MBC Directives that may affect the Centre;
- (n) maintaining an open and cooperative working relationship with the Centre through meetings with the CEO as required or directed;
- (o) cooperating with any periodic review of the Centre directed by the Minister or TB/MBC;
- (p) meeting with CEO or the Chair annually or more often as directed by the Minister;
- (q) negotiating this MOU with the Centre as directed by the Minister; and
- (r) undertaking such other responsibilities as the Minister or TB/MBC may require.

8.3. The Board

The Board is responsible for:

- (a) governing the affairs of the Centre within its mandate as set out in the Act, the Centre's by-laws, its approved business plan as described in section 12 of this MOU, and the policy parameters established and communicated in writing by the Minister;
- (b) establishing the strategic goals, objectives and directions for the Centre, consistent with its objects in the Act and within any policy parameters established and communicated by the Minister;
- (c) passing by-laws, subject to the approval of the Minister, governing the conduct and management of the Centre's affairs;
- (d) providing advice to the Chair in the appointment of a CEO;
- (e) ensuring that the CEO is responsible and accountable to the Board, through the Chair, for the day-to-day management of the Centre;

- (f) directing the preparation of all the Centre's annual business plan, annual report and other reports in keeping with TB/MBC requirements;
- (g) approving the Centre's plans, reports and reviews for submission to the Minister in a timely manner;
- (h) approving the MOU on behalf of the Centre in a timely manner and authorizing the Chair to sign it on behalf of the Centre;
- (i) ensuring the development and implementation of an effective performance measurement and management system for assessing the Centre's performance;
- (j) establishing performance measures and targets for the Centre and ensuring that the CEO establishes a performance review system for staff;
- (k) monitoring the use of funds and assets to ensure that they are used with integrity and honesty and that the Centre operates within its approved budget;
- (l) ensuring that the Centre is managed in an efficient, effective and fiscally responsible manner according to accepted business and financial practices and in accordance with Government requirements for Operational Enterprise agencies;
- (m) ensuring for an annual audit of the financial transactions or management, or both, of the Centre to be conducted by the Auditor General and providing the Minister with a copy of the audit;
- (n) directing corrective action to be taken in response to audits if needed;
- (o) directing the development of an appropriate risk management framework and mitigating strategy for the Centre for managing risks that the Centre may encounter in meeting its program or service delivery objectives;
- (p) consulting with stakeholders, as appropriate;
- (q) co-operating with periodic reviews initiated by either TB/MBC or the Minister; and
- (r) ensuring compliance with Directives and Ministry policies and procedures.

8.4. Chair

The Chair is responsible for:

- (a) providing oversight for the Centre and providing strategic leadership to the Board;
- (b) convening and chairing meetings of the Board;
- (c) communicating the Board's policy and strategic directions to the CEO;
- (d) consulting with the Deputy Minister on all matters related to the hiring and termination of the CEO;

- (e) recommending performance objectives for the CEO to the Deputy Minister; communicating the CEO's performance objectives to the CEO; and reviewing the performance of the CEO with the Deputy Minister in relation to those performance objectives;
- (f) developing and signing the MOU with the Minister, after Board and TB/MBC approval;
- (g) ensuring that the Minister is provided with such information regarding the Centre as the Minister may require in order to carry out the Minister's responsibilities;
- (h) monitoring the Centre's performance and accounting to the Minister for the overall operating and financial performance of the Centre, and ensuring that an evaluation of operating and financial performance is submitted to the Minister on an annual basis or as otherwise required;
- (i) reviewing the Centre's business plans, budget and reports as described in section 12 of this MOU and submitting the same to the Minister once approved by the Board;
- (j) ensuring that the business plans, budget and reports as described in section 12 of this MOU are submitted and approved in accordance with the timelines prescribed by this MOU or as otherwise requested by the Minister;
- (k) ensuring that any significant additions, deletions or amendments to the Centre's plans and reports referred to in clause (j) are communicated appropriately to the Minister;
- (l) ensuring the implementation of systems for agency performance measurement and reporting to be used for assessing the Centre's performance;
- (m) co-operating with any periodic review initiated by either TB/MBC or the Minister;
- (n) ensuring that the Centre and its CEO complies with all applicable Directives, guidelines and policies;
- (o) ensuring that all trustees of the Board are informed of and comply with all relevant conflict-of-interest guidelines, the Centre's by-laws and applicable Directives;
- (p) notifying the Minister of appointment vacancies and making recommendations to the Minister on appointments or reappointments to the Board;
- (q) consulting with the Minister in advance and receiving the Minister's approval if the Centre plans to embark on any enterprise or activity which impacts on the Government's policies;
- (r) ensuring Board trustees are informed of their roles, responsibilities and obligations and ensuring that all Board trustees receive any necessary training to carry out their responsibilities;
- (s) carrying out the specified responsibilities under the *Public Service of Ontario Act, 2006* and its regulations as the "ethics executive" for the trustees of the Board in the areas of conflict of interest, political activity rights and disclosures of wrongdoing;

- (t) recording any declared or apparent conflicts of interest by Board trustees in the minutes of Board meetings;
- (u) reviewing and approving claims for per diems and expenses of Board trustees;
- (v) ensuring that appropriate management systems are in place (financial, information technology, human resources) for the effective administration of the Centre;
- (w) within 30 days of receipt, providing both the Minister and the Minister of Finance with a copy of every audit report, a copy of the Centre's response to each audit report, and any recommendations in the report;
- (x) advising the Minister annually on any outstanding audit recommendations;
- (y) meeting with the Minister annually or more often as needed;
- (z) attending and/or making presentations before Cabinet or committees of Cabinet or the Legislative Assembly on matters concerning the affairs of the Centre when requested to do so; and
- (aa) ensuring that an appropriate process for responding to and resolving complaints from the public and agency clients/customers is in place.

8.5. CEO

The CEO is responsible for:

- (a) managing the day-to-day functions and financial affairs of the Centre and the fulfilment of its mandate in accordance with all applicable Directives and accepted business and financial practices;
- (b) applying policies approved by the Board so that public funds are used with integrity and honesty;
- (c) establishing systems to ensure the Centre operates within its approved business plan;
- (d) translating the policy and strategic direction approved by the Board into operational plans and activities in accordance with the approved business plan;
- (e) providing leadership, guidance and management to the Centre's employees, including human and financial resources management, in accordance with the approved business plan, accepted business and financial practices and standards, the Act and Directives and guidelines;
- (f) ensuring that the Centre has an appropriate risk management framework and mitigating strategy in place, as directed by the Chair or the Board, to help provide the proper level of assurance that program or service delivery objectives are met;
- (g) keeping the Board, through the Chair, informed of the implementation of their policy directions and the operations of the Centre;

- (h) providing the Chair and the Board with advice and assistance in meeting their responsibilities;
- (i) advising the Chair and the Board on compliance with Directives and Ministry policies and procedures;
- (j) ensuring that the Centre complies with the requirements of applicable Directives and Ministry policies and procedures;
- (k) preparing the annual report, business plan, and financial reports as directed by the Board for its approval;
- (l) developing and implementing an effective performance measurement system for the Centre;
- (m) meeting the performance objectives set by the Deputy Minister in consultation with the Chair;
- (n) preparing and implementing a performance review system for employees of the Centre;
- (o) ensuring effective communication with the Deputy Minister and employees of the Ministry, including consulting with the Deputy Minister and Ministry employees as needed on matters of mutual importance and seeking advice and support from the Ministry as appropriate;
- (p) monitoring the Centre's operational performance and reporting on this to the Board through the Chair;
- (q) undertaking reviews, evaluations and reports of the Centre's activities at the request of the Chair or the Board and advising the Chair and the Board of the results;
- (r) ensuring the Ministry is provided with such information regarding the Centre as the Minister may require or request in order to carry out his/her responsibilities;
- (s) keeping the Deputy Minister and the Chair advised of relevant issues or events, including contentious matters, that concern the Minister, the Deputy Minister and the Chair in the exercise of their respective responsibilities (e.g. issues of wrongdoing or impropriety, litigation, allegations of conflict of interest or workplace harassment, police investigations, legal charges or complaints to the Human Rights Tribunal of Ontario or to the Ombudsman);
- (t) supporting the Chair in orienting the trustees of the Board with respect to their roles and responsibilities;
- (u) ensuring that the Centre's employees are informed of and comply with all conflict of interest guidelines or policies of the Centre and the conflict of interest provisions of the *Public Service of Ontario Act, 2006* and its regulations;

- (v) carrying out the specified responsibilities under the *Public Service of Ontario Act, 2006* and its regulations as the “ethics executive” for employees of the Centre in the areas of conflict of interest, political activity rights and disclosures of wrongdoing;
- (w) cooperating with any periodic review directed by the Minister or by TB/MBC;
- (x) meeting with the Deputy Minister annually or more often as needed; and
- (y) establishing a system for the retention of the Centre’s documents and for appropriately making such documents publicly available.

9. ADMINISTRATION AND STAFFING

- (a) The Centre is an Operational Enterprise agency subject to the financial, human resources and administrative policies, guidelines, and directives established by TB/MBC that impact on Operational Enterprise agencies.
- (b) Subject to clause (a) above, the Board has full financial and administrative authority over the operations of the Centre, and may delegate such authority to the CEO or other officers and employees of the Centre as it sees fit.
- (c) The Centre is prescribed as a “Commission public body” in accordance with Ontario Regulation 146/10 made under the *Public Service of Ontario Act, 2006*.
- (d) The CEO and the employees of the Centre are appointed under Part III of the *Public Service of Ontario Act, 2006*. All TB/MBC human resources directives apply to the employees of the Centre.
- (e) Employees of the Centre are members of the Public Service Pension Plans.
- (f) The Centre is responsible for providing its own administrative services except for certain legal services, payroll services, human resources services associated with the Workplace Information Network (WIN) and certain mail and telecommunications services (collectively the “Corporate Services”). The provision of Corporate Services by the Ministry and the Shared Services Bureau, as the case may be, will be addressed in a separate Corporate Services agreement between the Ministry and the Centre.
- (g) Legal Services for the Centre are provided by the Ministry of the Attorney General (“MAG”) in accordance with MAG’s *Corporate Operating Policy on Acquiring and Using Legal Services*.
- (h) The Centre is subject to the *Pay Equity Act*, the *French Language Services Act* and the *Freedom of Information and Protection of Privacy Act*.

10. FINANCIAL

- (a) The Centre receives funding through transfer payments from the Ministry derived from the Consolidated Revenue Fund based on the Government’s budget planning and

allocation process, and are subject to adjustments made by the Minister, TB/MBC or the Legislative Assembly. In each fiscal year, the transfer payments are subject to the approval of TB/MBC and to an appropriation authorized by the Legislative Assembly.

- (b) As provided for in subsection 7(2) of the Act, the Centre may also acquire money, securities or other property, real or personal, by gift, devise, bequest or otherwise, and may expend, administer or dispose of any such money, securities or other property in the promotion of its objects, subject to the terms, if any, upon which the money, securities or other property were made payable to the Board or to the Centre.
- (c) The Centre shall provide all information and advice as requested to support the Minister throughout the Government's business planning process.
- (d) The Centre may set the level of funding allocated to programs and services, consistent with its annual business plan as approved by the Minister.
- (e) Financial and accounting procedures of the Centre shall follow generally accepted accounting principles, as set out by the Canadian Institute of Chartered Accountants and its Handbook, and in accordance with generally accepted bookkeeping practices.
- (f) The Centre is required to pay the Harmonized Sales Tax.
- (g) The Centre shall manage its financial activities, including borrowing, leasing, investing, banking and management of cash, financial assets, financial risks and financial liability, in accordance with the Act and subject to any policy direction of the Ontario Financing Authority.
- (h) In accordance with Ontario's *Financial Administration Act*, if the Centre proposes to enter into any financial arrangements that could increase the Government's direct, indirect or contingent liabilities or affect the Government's financial, cash or debt management policies, the Centre shall obtain the prior written approval, via the Minister, of the Minister of Finance.
- (i) The Centre shall acknowledge the financial support of the Government in all of its financial, educational, and promotional materials in accordance with TB/MBC Directives, including the *Visual Identity Directive*, and the Centre shall refer to itself by its full name "Ontario Science Centre" in all formal documents.
- (j) Pursuant to subsection 7(1) of the Act, in addition to the money appropriated for the purposes of the Centre by the Legislature, the Centre may retain its income and the income of the Centre shall be applied to carrying out its objects.
- (k) In accordance with subsections 7(3) and 7(4) of the Act, when ordered to do so by the Minister of Finance, the Centre shall pay into the Consolidated Revenue Fund such of its surplus funds as are determined by the Minister of Finance. In determining the amount payable to the Consolidated Revenue Fund, the Minister of Finance shall allow such reserves for the future needs of the Centre as he/she considers appropriate, and shall ensure that the payment ordered will not impair the Centre's ability to pay its liabilities, to meet its obligations as they become due or to fulfill its contractual

commitments.

11. AUDITING

- (a) As provided for in section 9 of the Act, the Auditor General shall conduct an audit of the financial transactions or management, or both, of the Centre, and a report of the audit shall be promptly provided to the Centre and the Minister.
- (b) The Minister may direct that the Ministry's or other auditors conduct an internal audit of the financial transactions or management, or both, of the Centre. The Centre will not be responsible for the cost of the audit.
- (c) The Chair may request an internal audit of the financial transactions or management, or both, of the Centre and the Centre shall be responsible for the cost of the audit.
- (d) The report of the Auditor General will be provided to the Minister annually. The Centre agrees to provide promptly to the Minister its responses to any comments and recommendations made by the Auditor General, in advance of its formal reply to the Auditor General. The Centre shall advise the Minister, at the Minister's request, on the status of any outstanding audit recommendations.
- (e) The Ontario Internal Audit Division may also carry out an internal audit, if approved to do so by the Ministry's Audit Committee or by the Corporate Audit Committee.

12. PLANNING AND REPORTING

- (a) **Annual Report** – The Chair, on behalf of the Board, will submit an annual report on the affairs of the Centre (including the audited financial statements signed by the Chair and one other Board trustee) to the Minister for tabling in the Legislative Assembly within 120 days of its fiscal year end. If the Board has not received its annual audit report in such time from the Auditor General, the Board will notify the Minister that the annual audit report has not been received and the Board will then submit the annual report to the Minister within 60 days from the Board's receipt of the annual audit report from the Auditor General. The annual report shall be in accordance with the requirements as set out in the *Agency Establishment and Accountability Directive*.
- (b) **Business Plan** - The Board, through the Chair, will ensure that an annual business plan is prepared, approved by the Board, and submitted to the Minister for review and approval, as directed by the Ministry in accordance with the timelines of the Ministry's planning cycle. The business plan will cover the next three (3) fiscal years and shall be in accordance with the requirements as set out in the *Agency Establishment and Accountability Directive*.

The Board, through the Chair, shall ensure that the Centre implements a system of performance measurement including annual baseline reporting. The performance measurement system shall include commitments to attaining specific performance

indicators and targets. The performance measurement system and reporting shall be included in the annual business plan.

The CEO will provide the Ministry with a draft business plan prior to the final plan submission, in keeping with established deadlines, to provide an opportunity for Ministry review and comment. The Minister will review, and approve if satisfactory, the Centre's final business plan and will advise the Board as to whether or not he or she approves the overall directions envisaged by the Centre and if not, where and in what ways the overall directions of the business plan are at variance with Government's or the Ministry's policies and priorities.

The Board shall inform the Minister of any intended activities that may result in significant additions, deletions or amendments to its approved business plan in sufficient time for the Minister to consider the intended activities before the Centre enters into any binding financial or operational commitments with respect thereto.

The Chair of TB/MBC may require the Minister to submit the business plan for review at any time.

- (c) **Other Reports & Documents** - The Chair will submit on behalf of the Board the following reports and documents to the Minister for review in a timely manner:
- (i) any other reports or documents as the Minister may require from time to time;
 - (ii) copies of agendas and minutes of the Board's meetings within 30 days following Board approval of its minutes;
 - (iii) any promotion or information materials of the Centre (for information only);
 - (iv) quarterly financial reports prepared on an accrual basis (as defined by the Public Sector Accounting Board) basis, due within 60 days after the end of each quarter, and such reports shall include: (1) a balance sheet; (2) segmented/departmental information describing actual vs. budgeted information regarding revenues and expenses; and (3) a statement of changes in cash position. The quarterly financial reports shall also contain:
 - year-to-date expenditures of the Centre for its operating budget;
 - a capital funding report
 - the fiscal year-end financial forecast of the Centre's revenues and expenditures; and
 - an explanation to the satisfaction of the Minister regarding any significant variances from the Centre's approved operating budget.
- (d) The Board shall submit its plans and reports in a timely fashion to enable the Minister to meet his/her annual estimates requirements, and the Minister will provide notice of deadlines as far in advance as is possible.

13. PERIODIC REVIEW

The Centre is subject to periodic review initiated at the discretion and direction of the Minister or TB/MBC. The Centre agrees to co-operate with any such periodic review.

In requiring a periodic review, the Minister or TB/MBC, as the case may be, shall determine the timing and responsibility for conducting the review, the roles of the Chair and the Minister, and how any other parties may be involved.

In the event that a periodic review is initiated at the discretion of the Minister, the Minister shall submit any recommendations regarding the Centre to TB/MBC.

14. APPOINTMENTS

Trustees of the Board, including the Chair and Vice-Chair, are appointed by the Lieutenant Governor in Council for terms of three (3) years pursuant to section 3 of the Act.

15. CONFLICT OF INTEREST

The trustees of the Board are subject to the conflict of interest provisions of the *Government Appointees Directive* (dated November 1994) and the conflict of interest provisions of the *Public Service of Ontario Act, 2006* and its regulations that are applicable to government appointees.

Trustees shall not use any information gained as a result of his/her appointment to the Board for personal gain or benefit. A trustee who has reasonable grounds to believe that he/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 any declared conflict of interest in the minutes of the meeting of the Board.

The CEO and the employees of the Centre are subject to the conflict of interest provisions of the *Public Service of Ontario Act, 2006* and its regulations.

16. CREATION, COLLECTION, MAINTENANCE AND DISPOSAL OF RECORDS

The Board, through the Chair, is responsible for ensuring that the Centre complies with the *Archives and Recordkeeping Act, 2006*. The Board, through the Chair, is also responsible for ensuring that the Centre complies with the *TB/MBC Management of Recorded Information Directive*.

The Centre is designated as an “institution” in the regulations to the *Freedom of Information and Protection of Privacy Act* (“FIPPA”) and the Centre shall handle all of its records in accordance with FIPPA. The Centre shall ensure there is an information management system for the retention of the Centre’s documents.

The Centre shall maintain and manage all non-financial documents and records relating to funding provided by the Ministry or otherwise related to the activities of the Centre, including any records it receives or creates about individuals who have participated in research focus group studies, in a confidential manner consistent with all applicable laws.

Any information collected by the Centre to inform its decision-making may only be obtained from sources determined to be reliable by the Centre. The Ministry reserves the right to review the type of sources that the Centre is obtaining such information from and to advise the Centre when it believes that the quality of information obtained may be compromised or unreliable.

In circumstances where the Centre receives approval to commission the creation of information, including “personal information” as that term is defined in FIPPA, the Centre shall ensure that every contract it enters into for data collection and processing contains specific references to the sources of information; the entities involved; and the transfer of information from the collection phase to the destruction phase. Such contracts shall be subject to a Threat Risk Assessment and a Privacy Impact Assessment before they are signed by the parties.

17. CUSTOMER SERVICE PLAN

The Centre shall develop and implement a formal process for responding to complaints and issues raised by the public or by stakeholders regarding quality of service. This process shall be consistent with the quality service initiative of the Government. The Centre’s business plan shall include performance measure(s) and targets for customer service and for the Centre’s response to complaints.

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18. LIABILITY PROTECTION AND INSURANCE

The Centre is covered under both the Government’s protection program for claims by third parties for bodily injury, property damage, personal injury and advertising liability and its own insurance policy provided through MGS Risk Management and Insurance Services.

Original signed by the Minister of Tourism, Culture and Sport and the Board Chair of Ontario Science Centre.

SCHEDULE 1

Ministry of Finance and Treasury Board / Management Board of Cabinet Directives applicable to the Ontario Science Centre *

(* Where a Directive applies, all associated policies, procedures and guidelines also apply. Guidelines or policies are only listed where there is no corresponding Directive.)

Accountability and Governance

- (a) Accountability Directive (September 1997)
- (b) Advertising Content Directive (Sept 2001)
- (c) Agency Establishment and Accountability Directive (January 2010)
- (d) Cash Management Directive
- (e) Delegation of Authority Directive (March 2000)
- (f) General Expenses Directive (Oct 1997 revised Nov 2004)
- (g) Government Appointees (November 1994, revised Sept 2006)
- (h) Internal Controls Management Directive (February 2006)
- (i) Internal Audit Directive (2002)
- (j) Risk Management Policy (April 2002)

Business Planning and Financial Management

- (k) Expenditure Management Directive (April 2000)
- (l) Capital Expenditure Evaluation Directive (Nov 1994)
- (m) Indemnification Directive
- (n) Non-Tax Revenue Directive (August 1991)
- (o) Real Property and Accommodation Directive (September 1998)
- (p) Travel, Meal and Hospitality Expenses Directive (revised April 2010)
- (q) Staffing Management and Control Directive (September 1992)

Procurement

- (r) Establishment and Use of Central Common Services Directive (August 1994)
- (s) Procurement Directive (July 2009)
- (t) Procurement Directive on Advertising, Media and Public Relations and Creative Communications Services (July 2009)

Information and IT Management

- (u) Enhancing Privacy: Computer Matching of Personal Information Directive (May 1994)
- (v) Freedom of Information and Protection of Privacy Directive (Feb 1991)
- (w) Government Publications Directive (Sept 1997)
- (x) Communications in French Directive (May 2010)
- (y) Information and Information Technology and Security Directive (August 2005)
- (z) Management of Recorded Information Directive (June 1992)
- (aa) Managing, Distributing and Pricing Government Information (Intellectual Property) (August 1998)

- (bb) Visual Identity Directive (revised September 2006) with exemption from the Agency/Program Logo requirement

Human Resources Management

- (cc) Classification and Position Administration Directive (January 1991)
- (dd) Emergency Evacuation Planning Directive (Jan 1991)
- (ee) Disclosure of Wrongdoing Directive (revised June 2008)
- (ff) Employee Benefits Directive (January 2003)
- (gg) HIV Infection and Aids in the Workplaces Directive (January 1991)
- (hh) Hours of Work Directive (January 1991)
- (ii) Human Resources Management (February 1999)
- (jj) Merit Increase Directive (December 1996, revised 2008)
- (kk) Occupational Health and Safety Directive (July 2001)
- (ll) Retirement Directive (January 1991) under review (mandatory retirement lifted Dec 2006)
- (mm) Salary Rates/Ranges Directive (January 1991)

The Ministry will inform the Ontario Science Centre of amendments or additions to Directives, policies and guidelines that apply to the Ontario Science Centre.

- END OF SCHEDULE 1 -

COMMUNICATIONS PROTOCOL FOR AGENCIES

MINISTRY OF TOURISM AND CULTURE

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 also supports the Minister's accountability to the Legislature 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 news release or hardcopy 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, and is likely to result in inquiries 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. PRINCIPLES

a. All communications planning processes between the Ministry and its agencies are to be handled in a confidential manner, respecting each organization's approval deadlines.

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

c. The Agency will identify, and share with the Ministry, appropriate opportunities for the inclusion of messaging on government priorities and to enhance the government's profile. The Agency will also make the Ministry aware of contentious issues. Similarly, the Ministry will

identify appropriate opportunities for Agency involvement (for example, cross-Ministry opportunities), and will make the Agency aware of contentious issues.

- d. The Agency will comply with the government's Visual Identity Directive and identify itself in all media responses, news releases and on its Web site as an Agency of the Government of Ontario.
- e. Agency communications that are related to the day-to-day business of the Agency and do not have direct implications for either the Ministry or the government include, but are not limited to, items such as:
 - brochures and promotional items
 - information kits
 - reports (other than those required to be submitted to the Ministry)
 - routine web site updates
 - communications between the Agency and its stakeholders
 - responses on day-to-day operational matters
 - program communications (e.g., information regarding application guidelines and deadlines)

It is neither feasible nor necessary for Ministry involvement in these items. This category does not include contentious issues, media responses, or news releases that announce new grants or programs.

- f. Agency communications that are related to the following activities may have direct implications for either the Ministry or the government:
 - grant announcements
 - program announcements (i.e. program launch, promotion of success stories)
 - milestone events (i.e. opening of new program/exhibit, anniversary awards)
 - contentious issues

These activities should be shared with the Ministry in advance. The Ministry's involvement in public communications products (media releases, backgrounders, web updates, etc.) related to these activities could include Minister participation, inclusion of provincial or ministerial messaging on government priorities, or opportunities for local MPP announcements. The Ministry and Agency will discuss opportunities for Ministry participation in Agency communications in these areas in advance of any planned event or media release.

4. PROCESS

Day-to-day operational matters between the Agency and the Ministry will be detailed in a separate Schedule, to be agreed upon by both parties.

This schedule will include, but may not be limited to, the following items:

- Designating a communications 'lead' for both the Ministry and Agency
- Communications planning and protocols
- Products requiring Minister's approval
- Timelines for the submission and review of public communications products, where appropriate.

- END OF SCHEDULE 2 -

SCHEDULE 3

List of General Legislation applicable to the Ontario Science Centre

Accessibility for Ontarians with Disabilities Act, 2005

Archives and Recordkeeping Act, 2006

Crown Employees Collective Bargaining Act, 1993

Emergency Management and Civil Protection Act

Financial Administration Act

Freedom of Information and Protection of Privacy Act

French Language Services Act

Human Rights Code

Management Board of Cabinet Act

Pay Equity Act

Public Sector Salary Disclosure Act, 1996

Public Service of Ontario Act, 2006

-- END OF SCHEDULE 3 --