

**MEMORANDUM OF UNDERSTANDING
("MOU")**

BETWEEN:

**HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO
as represented by the Minister of Health and Long-Term Care**

("MOHLTC")

- and -

TRILLIUM GIFT OF LIFE NETWORK

("TGLN")

Table of Contents

1.0	INTRODUCTION AND PURPOSE	4
1.1	Trillium Gift of Life Network	4
1.2	Purpose of this MOU	4
2.0	DEFINITIONS	4
3.0	TGLN’s LEGAL AUTHORITY AND MANDATE	6
3.1	Constituting Instrument	6
3.2	Mandate	6
4.0	AGENCY AND PUBLIC BODY STATUS.....	7
4.1	Crown Agent Status at Law	7
4.2.	Agency Type under AAD	7
4.3	Public Body Status under PSOA	7
5.0	CORPORATE STATUS & STATUTES OF PARTICULAR APPLICATION	8
5.1	Corporate Status	8
5.2	Statutes of Particular Application	8
6.0	GUIDING PRINCIPLES.....	9
7.0	ACCOUNTABILITY RELATIONSHIPS	10
7.1	Minister	10
7.2	Chair	10
7.3	Board of Directors	11
7.4	Deputy Minister	11
7.5	CEO	11
8.0	ROLES AND RESPONSIBILITIES	11
8.1	Roles and Responsibilities of the Minister	11
8.2	Roles and Responsibilities of the Chair	13
8.3	Roles and Responsibilities of the Board	15
8.4	Roles and Responsibilities of Deputy Minister	17
8.5	Roles and Responsibilities of the CEO	19
9.0	ETHICAL FRAMEWORK	21
10.0	REPORTING REQUIREMENTS	22
10.1	Annual Business Plan	22
10.2	Annual Report	23
10.3	Performance Measurement and Other Reports	24
11.0	PUBLIC POSTING	24
12.0	COMMUNICATIONS AND ISSUES MANAGEMENT	25
13.0	ADMINISTRATIVE ARRANGEMENTS	26
13.1	Applicable Government Directives	26
13.2	Legal Services	26
13.3	Freedom of Information and Protection of Privacy	27
13.4	Creation, Collection, Maintenance and Disposition of Records	27
13.5	Data Sharing	28
13.6	Client/Customer Service	28
14.0	FINANCIAL ARRANGEMENTS.....	29
14.1	General	29
14.2	Funding	29
14.3	Real Property	30
14.4	Financial Reports	31
15.0	AUDIT AND REVIEW ARRANGEMENTS	31
16.0	STAFFING, REMUNERATION & APPOINTMENTS	32
16.1	Staffing	32
16.2	Appointment of Members	32
16.3	Remuneration of Members	33

16.4	Travel Expenses	33
17.0	AGREEMENTS WITH THIRD PARTIES.....	33
17.1	Agreements to accord with mandate	33
17.2	Transfer Payment Agreements	33
17.3	Procurement Arrangements	34
17.4	Intellectual Property	34
18.0	RISK MANAGEMENT, LIABILITY PROTECTION AND INSURANCE.....	34
19.0	EFFECTIVE DATE, DURATION AND PERIODIC REVIEW OF MOU.....	35
19.1	Effective Date and Duration of MOU	35
19.2	Affirmation or Amendment of MOU following Change in Party	35
19.3	MOU Amendments	35
19.4	Revocation and Replacement of MOU	35
	Schedule "A"	37
	Schedule "B"	38
	Schedule "C"	47
	PUBLIC COMMUNICATIONS PROTOCOL	47

1.0 INTRODUCTION AND PURPOSE

1.1 Trillium Gift of Life Network

1.1.1 Trillium Gift of Life Network is a not-for-profit corporation established under the *Trillium Gift of Life Network Act* that plans, promotes, coordinates and supports organ and tissue donation and transplantation across Ontario.

1.1.2 TGLN's mission is to save and enhance more lives through the gift of organ and tissue donation and transplantation in Ontario.

1.2 Purpose of this MOU

1.2.1 The purpose of this MOU is to:

- (a) establish the accountability relationships between the Minister of Health and Long-Term Care and the Chair on behalf of TGLN;
- (b) clarify the roles, responsibilities, relationships and mutual expectations of the MOHLTC (including the Minister and the Deputy Minister) and TGLN (including the Chair, the Board and the CEO);
- (c) clarify the operational, administrative, financial, staffing, auditing and reporting arrangements between TGLN and the MOHLTC.

1.2.2 This MOU should be read together with the *Trillium Gift of Life Network Act*. This MOU does not affect, modify or limit the powers of TGLN as set out in the *Trillium Gift of Life Network Act*, or interfere with the responsibilities of any of its parties as established by law. In case of a conflict between this MOU and any act or regulation, the act or regulation prevails.

1.2.3 This MOU replaces the Memorandum of Understanding between the Parties dated March 11, 2010.

2.0 DEFINITIONS

2.1 In this MOU:

"AAD" means the Treasury Board/Management Board of Cabinet Agencies & Appointments Directive.

"Act" means the *Trillium Gift of Life Network Act*, R.S.O. 1990, c.H.20, as amended.

“Annual Business Plan” means the annual business plan described under article 10.1 of this MOU.

“Annual Report” means the annual report referred to in section 8.15 of the Act and under article 10.2 of this MOU.

“Applicable Government Directives” means the government directives, policies, standards and guidelines that apply to TGLN, as may be amended or replaced from time to time, which are listed in Schedule “B” to this MOU.

“Board” means the TGLN board of directors appointed by the Lieutenant Governor in Council under section 8.10 of the Act to govern TGLN.

“CEO” means the President and Chief Executive Officer of TGLN.

“Chair” means the Chair of the Board.

“CMD” means the Communications & Marketing Division of the MOHLTC.

“Deputy Minister” means the Deputy Minister of Health and Long-Term Care.

“Designated Facility” has the same meaning as it does in the Act in which, for ease of reference, it is defined to mean *“a hospital, health facility, or other entity designated as a member of a prescribed class of facilities under section 8.2”* of the Act.

“Donor Registration System” means the system that is managed and operated by Service Ontario acting as an agent of the MOHLTC, which enables OHIP-eligible Ontarians aged 16 years and over to register their consent to become organ and/or tissue donors on-line, by mail, or in person at Service Ontario counters.

“FIPPA” means the *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c.F.31, as amended.

“Fiscal Year” means the period from April 1st to March 31st of the following year.

“Government” means the Government of Ontario.

“Member” means a person appointed to the Board by the Lieutenant Governor in Council under section 8.10 of the Act.

“Minister” means the Minister of Health and Long-Term Care or such other person who may be designated from time to time as the responsible Minister in relation to this MOU in accordance with the *Executive Council Act*, R.S.O. 1990, c.E.25, as amended.

“**Ministry**” or “**MOHLTC**” means the Ontario Ministry of Health and Long-Term Care or any successor to the Ministry.

“**MOU**” means this Memorandum of Understanding signed by the Minister and the Chair.

“**Party**” means either TGLN or the MOHLTC; and “**Parties**” means both of them.

“**Personal Information**” means personal information as defined in subsection 2(1) of the *FIPPA* and, where applicable, includes personal health information as defined in Section 4 of *PHIPA*.

“**PHIPA**” means the *Personal Health Information Protection Act, 2004*, S.O. 2004, c.3, Sched. A, as amended.

“**PSOA**” means the *Public Service of Ontario Act, 2006*, S.O. 2006, c.35, Sched. A, as amended.

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

“**TGLN**” means the Trillium Gift of Life Network established under Part II.2 of the Act.

“**Tissue**” has the same meaning as it does in the Act in which, for ease of reference, it is defined to mean “*a part of a living or dead human body and includes an organ but, unless otherwise prescribed by the Lieutenant Governor in Council, does not include bone marrow, spermatozoa, an ovum, an embryo, a foetus, blood or blood constituents.*”

3.0 TGLN’s LEGAL AUTHORITY AND MANDATE

3.1 Constituting Instrument

3.1.1 The legal authority of TGLN is set out in the Act.

3.2 Mandate

3.2.1 TGLN’s objects are set out in section 8.8 of the Act as follows:

- (a) To plan, promote, coordinate and support activities relating to the donation of Tissue for transplant and activities relating to education or research in connection with the donation of Tissue.

- (b) To coordinate and support the work of Designated Facilities in connection with the donation and transplant of Tissue.
- (c) To manage the procurement, distribution and delivery of Tissue.
- (d) To establish and manage waiting lists for the transplant of Tissue and to establish and manage a system to fairly allocate Tissue that is available.
- (e) To make reasonable efforts to ensure that patients and their substitutes have appropriate information and opportunities to consider whether to consent to the donation of Tissue and to facilitate the provision of that information.
- (f) To provide education to the public and to the health care community about matters relating to the donation and use of Tissue and to facilitate the provision of such education by others.
- (g) To collect, analyse and publish information relating to the donation and use of Tissue.
- (h) To advise the Minister on matters relating to the donation of Tissue.
- (i) To do such other things as the Minister may direct.

4.0 AGENCY AND PUBLIC BODY STATUS

4.1 Crown Agent Status at Law

- 4.1.1 Pursuant to subsection 8.7(3) of the *Act*, TGLN is not an agent of Her Majesty for any purpose despite the *Crown Agency Act*.

4.2. Agency Type under AAD

- 4.2.1 TGLN is designated as a board-governed operational service agency under the AAD.

4.3 Public Body Status under PSOA

- 4.3.1 TGLN is prescribed as a public body in accordance with O. Reg. 146/10 made under the *PSOA, 2006*.

5.0 CORPORATE STATUS & STATUTES OF PARTICULAR APPLICATION

5.1 Corporate Status

- 5.1.1 TGLN is a corporation without share capital, which was established under Part II.2 of the *Act* on February 27, 2001.
- 5.1.2 TGLN has the capacity, rights, powers and privileges of a natural person for carrying out its objects, subject to the limitations set out in the *Act* or which may be prescribed by a Minister's regulation. TGLN cannot acquire or dispose of real property, borrow money on its credit or give security against its property, without the approval of the Lieutenant Governor in Council.
- 5.1.3 The *Corporations Act* and the *Corporations Information Act* do not apply to TGLN. Upon being proclaimed into force, the *Not-for-Profit Corporations Act, 2010* will not apply to TGLN except as may be prescribed by the Minister under the *Act*.
- 5.1.4 The conflict of interest and indemnification rules set out in sections 132 and 136 of the *Business Corporations Act* apply to TGLN and to its Members.

5.2 Statutes of Particular Application

- 5.2.1 TGLN is prescribed in O. Reg. 146/10 made under the *PSAO, 2006* as a public body for the purposes of the *PSOA*. As a public body, TGLN's Members and employees are public servants to which Parts IV (Ethical Conduct), V (Political Activity) and VI (Disclosing and Investigating Wrongdoing) of the *PSOA* apply. With respect to conflict of interest, TGLN is subject to the conflict of interest rules in O. Reg. 381/07 made under the *PSOA*, unless the Conflict of Interest Commissioner has approved conflict of interest rules for TGLN under section 59 of the *PSOA*.
- 5.2.2 TGLN is a public entity for the purpose of the *Financial Administration Act (FAA)*. Notwithstanding TGLN's status as a public entity under the *FAA*, TGLN is not subject to the *FAA* section 28 approval requirement due to the fact that, pursuant to subsection 8.7(3) of the *Act*, TGLN is not a Crown agent at law.
- 5.2.3 TGLN is designated as an institution under *FIPPA*.
- 5.2.4 TGLN is a government agency for the purpose of the *French Language Services Act*.
- 5.2.5 TGLN is an organization for the purpose of the *Accessibility for Ontarians with Disabilities Act, 2005* and is subject to the accessibility standards established thereunder.

- 5.2.6 TGLN is designated as a public body under the *Archives and Recordkeeping Act, 2006*.
- 5.2.7 TGLN is an employer for the purpose of the *Public Sector Salary Disclosure Act, 1996*.
- 5.2.8 TGLN is subject to applicable provisions under the *Broader Public Sector Accountability Act, 2010* -- specifically, section 4 pertaining to lobbyists, and any other provisions which TGLN may be required to comply with by regulation.
- 5.2.9 TGLN is a designated employer for the purpose of the *Broader Public Sector Executive Compensation Act, 2014*.

6.0 GUIDING PRINCIPLES

6.1 The Parties agree to the following principles:

- (a) The Minister recognizes that TGLN exercises powers and performs duties in accordance with its legal mandate under the *Act*.
- (b) The Minister recognizes that TGLN plays a meaningful role in the development of provincial policies and programs related to organ and tissue donation and transplantation, as well as in the implementation of those policies and delivery of those programs.
- (c) The Board acknowledges that it is accountable, through the Minister, to the Legislative Assembly in exercising its mandate, and that it is accountable to the Minister, through the Chair, for governance and oversight of TGLN. Accountability is a fundamental principle to be observed in the management, administration and operations of TGLN.
- (d) The Minister represents the interests of the people of Ontario and is responsible for setting the vision and formulating strategic policy for the healthcare system. Under the direction of the Minister, the Ministry applies the principles of stewardship to oversee and fund Ontario's organ and tissue donation and transplantation system and to ensure that TGLN is achieving its legislative mandate.
- (e) As an agency of the Government of Ontario, TGLN conducts itself according to the management principles of the Government of Ontario. These principles include ethical behaviour; prudent, efficient 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 Chair are committed to a strong agency that is empowered to fulfill its statutory mandate efficiently and effectively. They share the goal of establishing and maintaining a co-operative relationship that facilitates the efficient administration of TGLN and fulfilment of its statutory responsibilities.
- (g) TGLN and the Ministry agree to avoid duplication of services wherever possible.
- (h) TGLN and the Ministry will work together in a mutually respectful manner.

7.0 ACCOUNTABILITY RELATIONSHIPS

7.1 Minister

7.1.1 The Minister is accountable:

- (a) to Cabinet and the Legislative Assembly for the fulfilment of TGLN's mandate and its compliance with government policies, and for reporting to the Legislative Assembly on TGLN's affairs;
- (b) for reporting and responding to TB/MBC on TGLN's performance and compliance with Applicable Government Directives;
- (c) to the Cabinet for the performance of TGLN and its compliance with the government's operational policies and broad policy directions; and
- (d) for receiving TGLN's Annual Report and tabling it in the Legislative Assembly.

7.2 Chair

7.2.1 The Chair is accountable:

- (a) to the Minister for the performance of TGLN in fulfilling its mandate in accordance with the Act and other applicable law, and for carrying out the roles and responsibilities assigned to the Chair by applicable legislation, this MOU and Applicable Government Directives;
- (b) for reporting to the Minister, as requested, on TGLN's activities; and

- (c) for ensuring timely communications with the Minister regarding any issue that affects, or can reasonably be expected to affect, the Minister's responsibilities related to TGLN.

7.3 Board of Directors

- 7.3.1 As provided under section 8.10 of the *Act*, the Board shall consist of a minimum of 10 and a maximum of 15 members, who are appointed by the Lieutenant Governor in Council.
- 7.3.2 Pursuant to subsection 8.11(1) of the *Act*, the Board is required to oversee the management of financial and other affairs of TGLN.
- 7.3.3 The Board is accountable, through the Chair, to the Minister for the oversight and governance of TGLN; setting goals, objectives and strategic direction for TGLN within its mandate; and for carrying out the roles and responsibilities assigned to it by the *Act* and other applicable legislation, this MOU, and Applicable Government Directives.

7.4 Deputy Minister

- 7.4.1 The Deputy Minister is accountable to the Secretary of the Cabinet and the Minister for the performance of the MOHLTC under this MOU and for carrying out the roles and responsibilities assigned by the Minister, this MOU, and Applicable Government Directives.

7.5 CEO

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

8.0 ROLES AND RESPONSIBILITIES

8.1 Roles and Responsibilities of the Minister

- 8.1.1 The Minister is responsible for:

- (a) Reporting and responding to the Legislative Assembly on the affairs of TGLN;

- (b) Reporting and responding to TB/MBC on TGLN's performance and compliance with Applicable Government Directives, the government's operational policies and policy directions;
- (c) Recommending to TB/MBC, where required, the merger, any change to the mandate, or dissolution of TGLN;
- (d) Recommending to TB/MBC the powers to be given to, or revoked from, TGLN when a change to TGLN's mandate is being proposed;
- (e) Meeting with the Chair to discuss issues relating to the fulfillment of TGLN's mandate;
- (f) Working with the Chair to develop appropriate measures and mechanisms related to TGLN's performance;
- (g) Reviewing the advice or recommendations of TGLN's Corporate Governance/Nominating Committee, as communicated through the Chair, on candidates for appointment or re-appointment to the Board;
- (h) Making recommendations to Cabinet and the Lieutenant Governor in Council for appointments and reappointments to the Board, pursuant to the process for agency appointments established by legislation and/or by Management Board of Cabinet through the AAD;
- (i) Determining at any time the need for a review or audit of TGLN, directing the Chair to undertake reviews of TGLN on a periodic basis, and recommending to TB/MBC any changes to the governance or administration of TGLN resulting from any such review or audit;
- (j) When appropriate or necessary, taking action or directing that corrective action be taken with respect to TGLN's administration or operations;
- (k) Receiving and approving TGLN's Annual Report and tabling it in the Legislative Assembly;
- (l) Issuing and communicating to the Chair, in writing, policy directions on matters relating to the exercise of TGLN's rights and powers and the performance of its duties under the *Act*;
- (m) Establishing and informing the Chair of the government's priorities and broad policy directions for TGLN;

- (n) Consulting, as appropriate, with the Chair, the CEO, and others on significant new directions or when the Government is considering regulatory or legislative changes which relate to or would have an impact on TGLN;
- (o) Keeping the Chair informed of any directions that the Minister may issue to a Designated Facility pursuant to the Minister's authority under section 8.6 of the *Act*;
- (p) Entering into agreements to provide TGLN with access to MOHLTC data, including Personal Information, for purposes related to the *Act*, including ensuring that TGLN hospital coordinators gain timely 24/7 access to the consent information of registered potential donors through the Donor Registration System;
- (q) Developing TGLN's MOU with the Chair, as well as any amendments to it, and signing the MOU into effect after it has been signed by the Chair;
- (r) Reviewing and approving TGLN's Annual Business Plan; and
- (s) Recommending to TB/MBC the provincial funding to be allocated to TGLN.

8.2 Roles and Responsibilities of the Chair

8.2.1 The Chair is responsible for:

- (a) Providing leadership to TGLN by working with the Board to set the goals, objectives and strategic directions of TGLN within its mandate;
- (b) Chairing Board meetings, including the management of the Board's agenda, and providing leadership to the Board;
- (c) Ensuring, through the CEO, the implementation of actions that support the goals, objectives and strategic direction of TGLN, and otherwise directing the affairs of TGLN so as to fulfill its mandate;
- (d) Seeking strategic policy direction for TGLN from the Minister;
- (e) Ensuring timely communications with the Minister regarding any issues or events that may concern, or can reasonably be expected to concern, the Minister in the exercise of his/her responsibilities relating to TGLN;
- (f) Consulting with the Minister in advance regarding any activity which may have an impact on the government and MOHLTC policies, directives or

procedures, or on TGLN's mandate, powers or responsibilities as set out in the *Act*;

- (g) Working with the Ministry to oversee the recruitment of Members, and providing recommendations to the Minister on appointments and re-appointments, as applicable, which accord with section 8.10(2) of the *Act* and which respect and promote the principles of equity, diversity, quality, merit, and regional representation;
- (h) Reporting to the Minister or the Deputy Minister as requested on TGLN's activities within agreed upon timelines, including an annual letter confirming TGLN's compliance with all applicable legislation, Applicable Government Directives, and accounting and financial policies;
- (i) Developing TGLN's MOU with the Minister and the Board and signing it on behalf of the Board;
- (j) Ensuring that the Board reviews and approves TGLN's Annual Business Plan, Annual Report and any other reports, and submitting them to the Minister in accordance with the timelines specified in the AAD , any other Applicable Government Directives, and this MOU;
- (k) Ensuring, through the CEO, that both the Minister and the Minister of Finance are provided with a copy of every audit report, a copy of TGLN's response to each report, and any recommendations in the report;
- (l) Advising the Minister annually on any outstanding audit recommendations;
- (m) Making sure, through the CEO, that an appropriate framework is in place for TGLN employees and Members to be aware of and comply with Applicable Government Directives and applicable legislation;
- (n) Cooperating with any review or audit of TGLN that may be directed by the Minister or TB/MBC;
- (o) Fulfilling the role of ethics executive for Members, promoting ethical conduct and ensuring that all Members are familiar with the ethical requirements of the *PSOA* and the regulations and the directives made thereunder, including the rules on conflict of interest, political activity and the protected disclosure of wrongdoing;
- (p) With advice and direction from the Board and its Corporate Governance/ Nominating Committee, establishing a performance contract for the CEO;
- (q) Keeping the Minister informed of upcoming vacancies on the Board;

- (r) Evaluating the performance of the CEO in consultation with the Board and pursuant to performance criteria established by the Board and the Chair;
- (s) Ensuring, through the CEO, that each tabled Annual Report, approved Annual Business Plan, and this MOU are posted on the TGLN website in accordance with the AAD;
- (t) Ensuring, through the CEO, that expense information for Members, the CEO and senior TGLN executives are posted on the TGLN website in accordance with the Travel, Meal and Hospitality Expenses Directive; and
- (u) Ensuring that the responsibilities for the institution head are carried out as set out in Regulation 460 for the purposes of *FIPPA*.

8.3 Roles and Responsibilities of the Board

8.3.1 The Board is responsible for:

- (a) Establishing the goals, objectives, and strategic directions for TGLN within its mandate as defined by the *Act*, government policies as appropriate, and this MOU;
- (b) Governing the affairs of TGLN within its mandate as set out in the *Act*, the Annual Business Plan and the policy parameters established and communicated in writing by the Minister;
- (c) Monitoring and evaluating the performance of TGLN;
- (d) Ensuring that TGLN operates within its approved budget allocation in fulfilling its mandate, and that public funds are used for the purpose intended with integrity and honesty;
- (e) Making sure, through the Chair and CEO, that appropriate management systems are in place (financial, information technology, human resource) for the effective administration of TGLN;
- (f) Making sure, through the Chair and CEO, that an appropriate framework is in place for TGLN employees and Members to receive, in a timely manner, adequate orientation and training with respect to the business and operations of TGLN and their particular responsibilities;

- (g) Making sure, through the Chair and CEO, that a process is in place for responding to and resolving complaints from members of the public, Designated Facilities, and other stakeholders;
- (h) Directing the development of and approving TGLN's Annual Business Plans for submission to the Minister within the timelines set out in this MOU;
- (i) Directing the preparation of and approving the Annual Report for submission to the Minister no later than one-hundred and twenty (120) days after the Fiscal Year end as required by the AAD;
- (j) Making business decisions consistent with the approved Annual Business Plan and ensuring that TGLN operates within its budget allocation;
- (k) Ensuring that TGLN uses public funds prudently with integrity and honesty, and only for the business of TGLN based on its approved Annual Business Plan, the principle of value for money, and in compliance with Applicable Government Directives and legislation;
- (l) Ensuring that TGLN is governed in an effective and efficient manner according to accepted business and financial practices, and in accordance with Applicable Government Directives;
- (m) Establishing such Board committees or oversight mechanisms as may be required to advise the Board on effective management, governance or accountability procedures for TGLN;
- (n) Approving the MOU for TGLN, and any amendments to the MOU, in a timely manner and authorizing the Chair to sign the MOU, or any amendments to the MOU, on behalf of TGLN;
- (o) Approving TGLN's reports and any reviews that may be requested by the Minister from time to time within agreed upon timelines;
- (p) Directing the development of an appropriate risk management framework and a risk management plan and arranging for risk-based reviews and audits of TGLN, as needed;
- (q) Ensuring, through the Chair and CEO, that there is an appropriate framework in place for Members and TGLN employees to be informed of the conflict of interest rules they are required to follow as set out in Ontario Regulation 381/07 made under the *PSOA* or which may be approved and published by the Conflict of Interest Commissioner;

- (r) Establishing performance measures, targets and management systems for monitoring, assessing and reporting on TGLN's performance;
- (s) Directing corrective action on the functioning or operations of TGLN, if needed;
- (t) Co-operating with and reporting any relevant information on any risk-based or periodic review directed by the Minister or TB/MBC;
- (u) Consulting, as appropriate, with stakeholders on TGLN's goals, objectives, and strategic directions, and reporting back to the MOHLTC on any such consultations;
- (v) Providing advice to the government, through the Minister, on issues within or affecting TGLN's mandate and operations;
- (w) Appointing, establishing the remuneration of, and evaluating the performance of the CEO pursuant to performance criteria established by the Board, and ensuring that the CEO is responsible and accountable for the leadership and effective management of TGLN and the implementation of TGLN's approved Annual Business Plans;
- (x) Ensuring that the CEO has established job classifications, job descriptions, personnel qualifications, salary ranges and other benefits as well as a performance review system for all TGLN employees;
- (y) Appointing advisory committees as required to provide technical, professional or other advice or stakeholder input and, through the Chair, reporting back to the MOHLTC on any such committee work;
- (z) On the advice of the Board's Corporate Governance/Nominating Committee:
 - (a) selecting and appointing non-Members to committees of the Board; and
 - (b) making recommendations to the Minister with respect to appointments and re-appointments to the TGLN Board; and
- (aa) Arranging for audits of TGLN as needed.

8.4 Roles and Responsibilities of Deputy Minister

8.4.1 The Deputy Minister is responsible for:

- (a) Advising and assisting the Minister in regard to the Minister's responsibilities for TGLN, including informing the Minister of policy direction, policies and priorities of relevance to TGLN's mandate;
- (b) Advising the Minister on the requirements of the AAD and other Applicable Government Directives;
- (c) Recommending to the Minister, as may be necessary, the evaluation or review, including a risk-based review, of TGLN or any of its programs, or changes to the management framework or operations of TGLN;
- (d) Facilitating briefings and consultations between the Chair and Minister as required;
- (e) Attesting to TB/MBC on TGLN's compliance with the mandatory accountability requirements set out in the AAD and other Applicable Government Directives, the government's operational policies and policy directions based on the annual letter of compliance from the Chair to the Minister;
- (f) Ensuring that MOHLTC and TGLN have the capacity and systems in place for on-going risk-based management, including appropriate oversight of TGLN;
- (g) Ensuring that TGLN has an appropriate risk management framework and a risk management plan in place for managing risks that TGLN may encounter in meeting its program or service delivery objectives;
- (h) Undertaking timely risk-based reviews of TGLN, its management or operations, as may be directed by the Minister or TB/MBC;
- (i) Establishing a framework for reviewing and assessing TGLN's Annual Business Plans and other reports;
- (j) Supporting the Minister in reviewing the performance targets, measures and results of TGLN;
- (k) Advising the Minister on documents submitted by TGLN 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 or cooperating with any reviews of TGLN as may be directed by the Minister or TB/MBC;

- (n) Monitoring TGLN on behalf of the Minister while respecting TGLN'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;
- (o) Negotiating a draft MOU with the Chair, as well as any amendments to the MOU, as directed by the Minister;
- (p) Consulting with TGLN's CEO or Chair, as needed, on matters of mutual importance including services provided by MOHLTC and compliance with Applicable Government Directives;
- (q) Meeting with the Chair as needed or as directed by the Minister, or on the request of the Chair;
- (r) Informing the Chair, in writing, of new government directives and any exceptions to, or exemptions in whole or in part from, TB/MBC directives, government policies, or Ministry administrative policies; and
- (s) When required, submitting a report to the Secretary of TB/MBC on the wind-down of TGLN, disposition of any assets, completion of any outstanding responsibilities by TGLN, and the termination of any appointments.

8.5 Roles and Responsibilities of the CEO

8.5.1 The CEO is responsible for:

- (a) Managing the day-to-day operations of TGLN in accordance with its mandate, Applicable Government Directives, approved Annual Business Plans, accepted business and financial practices, and this MOU;
- (b) Advising the Chair on the requirements of and compliance with the AAD as well as other Applicable Government Directives, TGLN by-laws and policies;
- (c) Ensuring and attesting to the Chair that TGLN is in compliance with applicable legislation and Applicable Government Directives;
- (d) Applying policies and procedures so that public funds are used with integrity and honesty;
- (e) Providing leadership and management to TGLN employees, including human and financial resources management, in accordance with the approved Annual Business Plan, accepted business and financial practices and standards, and Applicable Government Directives;

- (f) Establishing and applying a financial management framework for TGLN in accordance with applicable Minister of Finance/Treasury Board controllership directives, policies and guidelines;
- (g) Translating the goals, objectives and strategic directions of the Board into operational plans and activities in accordance with the approved Annual Business Plan;
- (h) Keeping the Board, through the Chair, informed with respect to implementation of policy and the operations of TGLN;
- (i) Establishing systems to ensure that TGLN operates within its approved Annual Business Plan;
- (j) Ensuring that TGLN has an appropriate risk management framework and risk management plan in place as directed by the Board;
- (k) Supporting the Chair and Board in meeting their responsibilities, including compliance with applicable legislation and Applicable Government Directives;
- (l) Carrying out in-year monitoring of TGLN's performance and reporting on results to the Board through Chair;
- (m) Keeping the MOHLTC and the Chair advised on issues or events that may concern the Minister, the Deputy Minister and the Chair in the exercise of their responsibilities;
- (n) Seeking support and advice from the MOHLTC, as appropriate, on agency management issues;
- (o) Negotiating and executing data-sharing agreements with MOHLTC on behalf of TGLN;
- (p) Ensuring that a system is established for the management and retention of TGLN business documents, for making such documents publicly available when appropriate, and for complying with *FIPPA* and the *Archives and Recordkeeping Act, 2006*;
- (q) Undertaking timely risk-based reviews of TGLN's management and operations;
- (r) Maintaining effective communication with the Deputy Minister and, as needed, consulting with the Deputy Minister on matters of mutual

importance, including Applicable Government Directives and MOHLTC policies;

- (s) Keeping the Chair and Deputy Minister advised of significant issues or events, including but not limited to matters related to litigation (anticipated or commenced); allegations of wrongdoing; workplace harassment; police investigations; inquiries from or complaints to the Office of the Ombudsman or Patient Ombudsman, the Human Rights Commission, or the Office of the Information and Privacy Commissioner;
- (t) Cooperating with a periodic review directed by the Minister or TB/MBC;
- (u) Fulfilling the role of ethics executive for TGLN employees, promoting ethical conduct and ensuring that all TGLN employees are familiar with the ethical requirements of the PSOA and the regulations and directives made thereunder, including the rules on conflict of interest, political activity and the protected disclosure of wrongdoing;
- (v) Consulting with Designated Facilities and other stakeholders on matters related to Ontario's organ and tissue donation and transplantation system and reporting to the Chair and the MOHLTC on any such consultations;
- (w) Carrying out effective public communications and relations for TGLN as its chief spokesperson;
- (x) Reviewing and approving claims for travel expenses for TGLN employees and Members in accordance with the Travel, Meal and Hospitality Expenses Directive;
- (y) Preparing Annual Reports and Annual Business Plans as directed by the Board;
- (z) Preparing financial reports for approval by the Board; and
- (aa) Preparing, for approval by the Board, a performance review system for employees and implementing the system.

9.0 ETHICAL FRAMEWORK

9.1 Members and TGLN employees are subject to Part IV (Ethical Conduct), Part V (Political Activity) and Part VI (Disclosing and Investigating Wrongdoing) of the *PSOA*.

- 9.2 Members and employees of TGLN are subject to the conflict of interest rules in O. Reg. 381/07 made under the *PSOA*, unless the Conflict of Interest Commissioner approves conflict of interest rules for TGLN under section 59 of the *PSOA*. In addition to the *PSOA* rules, Members are also subject to the conflict of interest disclosure rules set out under section 132 of the *Business Corporations Act*.
- 9.3 Pursuant to the *PSOA*, the Chair acts as the ethics executive for Members, and is responsible for ensuring that Members are informed of the ethical rules to which they are subject, including the rules on conflict of interest and political activity.
- 9.4 Pursuant to the *PSOA*, the CEO acts as the ethics executive for TGLN employees, and is responsible for ensuring that employees are informed of the ethical rules to which they are subject, including the rules on conflict of interest and political activity.
- 9.5 The Chair is responsible for ensuring that Members and TGLN employees are familiar with the procedures for disclosure of wrongdoing and the protections from reprisal for disclosing wrongdoing under Part VI of the *PSOA*.

10.0 REPORTING REQUIREMENTS

10.1 Annual Business Plan

- 10.1.1 The Chair will ensure that the Minister is provided annually with TGLN's Annual Business Plan covering a minimum of three (3) years from the current Fiscal Year, for approval by the Minister. The Annual Business Plan shall include a three-year rolling budget (one year allocation and two-year planning allocations), the strategic objectives for TGLN, a risk management plan, a statement of the performance measures TGLN aims to meet, and any other content as may be required by the AAD.
- 10.1.2 The Annual Business Plan for the upcoming Fiscal Year is to be submitted to the MOHLTC's Chief Administrative Officer or designated equivalent no later than September 30th or such other date as may be specified in writing by the MOHLTC.
- 10.1.3 The Chair, through the CEO, is responsible for ensuring that TGLN's Annual Business Plan contains all of the elements and meets the requirements set out in the AAD.
- 10.1.4 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 plan. The system must include performance goals, how they will be achieved, and target results and timeframes.

- 10.1.5 The Chair, through the CEO, will ensure that the Annual Business Plan includes a risk assessment and risk management plan to assist the MOHLTC 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.
- 10.1.6 The Minister will review TGLN's Annual Business Plan and will endeavour to advise the Chair as soon as reasonably practicable and no later than March 31st whether or not the Minister concurs with the directions proposed by TGLN. The Minister may advise the Chair where and in what manner plans vary from government or MOHLTC policy or priorities, and TGLN will revise its plan accordingly.
- 10.1.7 The Annual Business Plan shall be considered valid only after it has been approved by the Minister and the Minister confirms the approval in writing.
- 10.1.8 The Chair, through the CEO, is responsible for ensuring that the Annual Business Plan is publicly posted in an accessible format, in both official languages, on TGLN's website within thirty (30) days of the date on which the Minister approves the Plan under article 10.1.7.
- 10.1.9 TB/MBC may require the Minister to submit TGLN's Annual Business Plan to TB/MBC for review at any time.

10.2 Annual Report

- 10.2.1 The Chair is responsible for ensuring that TGLN's Annual Report is prepared and submitted to the Minister for tabling in the Legislative Assembly in accordance with section 8.15 of the Act. The Chair will submit the Annual Report to the Minister no later than one-hundred and twenty (120) days after the Fiscal Year end.
- 10.2.2 The Chair, through the CEO, is responsible for ensuring that TGLN's Annual Report contains all the elements and meets the requirements set out in the AAD
- 10.2.3 The Minister will receive and table the Annual Report in the Legislative Assembly.
- 10.2.4 The Chair is responsible for submitting draft or audited financial statements and all relevant consolidation adjustments to the Office of the Provincial Controller for the preparation of the Province's Public Accounts within the timelines established each year, as required under the AAD
- 10.2.5 The Chair is responsible for ensuring that the Annual Report is publicly posted in an accessible format, in both official languages, on TGLN's website

within thirty (30) days of the Annual Report being tabled in the Legislative Assembly.

10.3 Performance Measurement and Other Reports

- 10.3.1 The Board, through the CEO, will ensure that TGLN implements and maintains a performance measurement system which shall include, at a minimum, the key performance measures specified in Schedule "A".
- 10.3.2 The Chair, through the CEO, is responsible for ensuring that the performance measurement reports and other reports and documents described in Schedule "A" to this MOU are submitted to the Minister in accordance with the timelines specified in Schedule "A".
- 10.3.3 In accordance with section 8.17 of the Act, TGLN will submit to the Minister any reports or information as may be requested by the Minister or Deputy Minister from time to time, within the timeframes established by the MOHLTC and communicated in writing to TGLN.

11.0 PUBLIC POSTING

- 11.1 In accordance with the AAD, the Chair, through the CEO, is responsible for ensuring that the following documents and information are made available to the public by posting them on TGLN's website:
- (a) the MOU and any current letter of affirmation that is signed in accordance with article 19.2.1, which must both be posted within thirty (30) days of the date on which the MOU or the letter is signed by the Minister;
 - (b) the Annual Business Plan, which must be posted within thirty (30) days of the date on which the Minister approves the Plan under article 10.1.7 of this MOU;
 - (c) the Annual Report, which must be posted within thirty (30) days of its tabling in the Legislative Assembly; and
 - (d) expense information for Members, the CEO and senior TGLN executives as required under the Travel, Meal and Hospitality Expenses Directive.
- 11.2 Posted documents should not disclose:
- (a) Personal Information;

- (b) sensitive employment or labour relations information;
- (c) solicitor-client privileged information;
- (d) Cabinet confidential information;
- (e) trade secrets or scientific information, technical, commercial, financial or labour relations information of third parties supplied in confidence;
- (f) information that would prejudice TGLN's financial interests;
- (g) information that would otherwise pose a risk to the security of the facilities and/or operations of TGLN.

12.0 COMMUNICATIONS AND ISSUES MANAGEMENT

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

12.2 The Parties, therefore, agree as follows:

- (a) The Chair will keep the Minister advised, in a timely manner, of all planned events and issues 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 TGLN's mandate or functions;
- (c) The Minister and the Chair will consult with each other on public communications 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, as requested by either Party, to discuss issues relating to the fulfillment of TGLN's mandate, management and operations;

- (e) The Deputy Minister and the CEO will meet, as requested by either Party, to discuss issues relating to the fulfillment of TGLN's mandate and the efficient operation of TGLN. The Deputy Minister and the CEO shall provide timely information and advice to each other concerning significant matters affecting TGLN's management or operations; and
- (f) TGLN and the MOHLTC will adhere to the Public Communications Protocol set out as Schedule "C" to this MOU for ongoing issues management.

13.0 ADMINISTRATIVE ARRANGEMENTS

13.1 Applicable Government Directives

- 13.1.1 The Chair is responsible for ensuring that TGLN operates in accordance with all Applicable Government Directives listed in Schedule "B" to this MOU and of which TGLN receives notice from the MOHTLC in accordance with article 13.1.2.
- 13.1.2 The MOHLTC will notify TGLN in writing of: (a) the introduction of any new Applicable Government Directives; (b) any changes or updates to an Applicable Government Directive; (c) if TGLN is approved by TB/MBC or other authority for an exemption from an Applicable Government Directive; and (d) when any Applicable Government Directive is rescinded or replaced.
- 13.1.3 The MOHLTC may, at any time, provide to TGLN an updated Schedule "B" (Applicable Government Directives) to reflect any Directive Changes, and that updated schedule will replace the existing Schedule "B" and form part of this MOU without requiring an amendment under article 19.3. For greater certainty, TGLN remains subject to and responsible for complying with the most recent version of each Applicable Government Directive of which it receives notice from the MOHLTC under article 13.1.2, irrespective of whether Schedule "B" has been updated and replaced under this article.
- 13.1.4 Any reference in this MOU to a specific government directive or policy is a reference to the most recent and up-to-date version of that directive or policy of which TGLN has received notice under article 13.1.2.

13.2 Legal Services

- 13.2.1 TGLN will retain independent counsel for the provision of legal services.

13.2.2 The Ministry of the Attorney General's *Corporate Operating Policy on Acquiring and Using Legal Services* applies to TGLN only as it relates to the approved rates. TGLN shall not compensate its legal counsel at a rate that exceeds the Attorney General's approved hourly rates.

13.3 Freedom of Information and Protection of Privacy

13.3.1 The Chair is the institution head for the purposes of *FIPPA*.

13.3.2 The Chair and the Minister acknowledge that TGLN is bound to follow the requirements set out in *FIPPA* in relation to the collection, retention, security, use, distribution and disposal of records.

13.3.3 TGLN, through the CEO, will prepare a privacy impact assessment (PIA) to accompany any proposals for a new program or a change to an existing program that would involve a substantial change in the scope or manner of TGLN's collection, use or disclosure of Personal Information. TGLN will provide to MOHLTC a copy of any PIA the TGLN prepares if requested by MOHLTC.

13.3.4 TGLN, through the CEO, will prepare a threat risk assessment (TRA) to accompany any proposals to: (a) make significant changes to an existing information technology system or database, or (b) develop or implement a new information technology system or database, if the proposal involves a substantial change in the scope or manner of TGLN's collection, use or disclosure of Personal Information. The TRA must identify any threats and risks that relate to the security and privacy of Personal Information, as well as safeguards to eliminate or mitigate those threats and risks. TGLN will provide to MOHLTC a copy of any TRA the TGLN prepares if requested by MOHLTC.

13.4 Creation, Collection, Maintenance and Disposition of Records

13.4.1 The Chair, through the CEO, is responsible for ensuring that an efficient and effective system is in place for the creation, collection, maintenance, and disposal of records.

13.4.2 The Board, through the Chair, is responsible for ensuring that TGLN complies with applicable legislation and Applicable Government Directives related to information and records management.

13.4.3 The CEO, the Chair and the Board shall protect the legal, fiscal and other

interests of TGLN by implementing reasonable measures to ensure the ongoing viability, integrity, preservation and security of all official records created, commissioned or acquired by TGLN. This includes, but is not limited to, all electronic records, such as emails, information posted on TGLN's website, database data sets, and all records stored on personal computers and shared drives.

13.4.4 The Chair, through the CEO, is responsible for ensuring measures are implemented requiring TGLN's employees to create full, accurate and reliable records that document and support significant business transactions, decisions, events, policies and programs.

13.4.5 The Chair, through the CEO, is responsible for ensuring that TGLN complies with the *Archives and Recordkeeping Act, 2006*.

13.5 Data Sharing

13.5.1 Subject to section 8.19 of the *Act*, TGLN will, at the request of the Minister or Deputy Minister, disclose information including, if necessary, Personal Information, that may be required from time to time by the MOHLTC to evaluate any aspect of Ontario's organ and tissue donation and transplantation system.

13.5.2 TGLN and the MOHLTC will enter into data-sharing agreements, as necessary, to govern the exchange of Personal Information and other data between them for purposes related to the *Act*.

13.6 Client/Customer Service

13.6.1 TGLN shall establish customer service and quality standards that are consistent with the appropriate standards of government, the Ministry and the OPS.

13.6.2 The Chair will ensure that TGLN delivers its services at a quality standard that reflects the principles and requirements of the OPS Service Directive.

13.6.3 TGLN has in place a formal process for responding to complaints consistent with the government's service quality standards.

13.6.4 TGLN's Annual Business Plan will include performance measures and targets for client service and TGLN's response to complaints.

13.6.5 TGLN will comply with the *Accessibility for Ontarians with Disabilities Act*.

14.0 FINANCIAL ARRANGEMENTS

14.1 General

14.1.1 All financial procedures for the TGLN shall be in accordance with applicable TB/MBC and Ministry of Finance directives and guidelines, Ministry corporate financial and administrative policies and procedures, and other Government of Ontario guidelines, directives and policies, as set out in Schedule "B" of this MOU.

14.1.2 When ordered to do so by the Minister of Finance and/or the President of the Treasury Board, pursuant to Section 16.4 of the *Financial Administration Act*, TGLN shall pay into the Consolidated Revenue Fund any money that the Minister of Finance and/or the President of the Treasury Board determines is surplus to its requirements.

14.1.3 TGLN'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. TGLN will be provided with notice of changes to its allocation as soon as is reasonably possible. Where TGLN must reallocate resources as a result of its operating and/or capital allocations being adjusted, TGLN shall inform and discuss with the Ministry before making such changes.

14.1.4 TGLN shall maintain a bank account in its own name and manage its financial activities, including leasing, investment and management of cash, in accordance with the Ontario Financing Authority's policy directions.

14.2 Funding

14.2.1 TGLN is funded by the Government of Ontario out of the Consolidated Revenue Fund pursuant to an appropriation authorized by the Legislative Assembly, and is subject to adjustments made by the Minister, TB/MBC or the Legislative Assembly.

14.2.2 The CEO, as directed by the Chair, will prepare estimates of TGLN's expenditures for inclusion in the Ministry's business plan (the Program Review, Renewal and Transformation process) for presentation to the Legislative Assembly. The Chair will deliver these estimates to the Minister in sufficient time to be analyzed and approved by the Minister.

- 14.2.3 The estimates provided by the Chair may, after appropriate consultation with the Chair, be altered as required. The Parties acknowledge that TB/MBC has final decision-making authority.
- 14.2.4 TGLN shall ensure that any agreements that it enters into with other ministries of the Government, other governments, universities, hospitals, research, planning bodies, other health and social service agencies or any other person are consistent with TGLN's object and main mandate and serve the public good.
- 14.2.5 On request, TGLN shall provide the Minister with copies of any written agreements entered into by TGLN, within the timelines set by the Minister.
- 14.2.6 TGLN's budget is allocated based on the approved Annual Business Plan. If the Minister directs TGLN to provide or manage a new program or service or make a change to its existing programs or services that was not contemplated in the approved Annual Business Plan and operating budget ("**Mid-year Program Change**"), and TGLN determines that the Mid-year Program Change will require dedicated funding in addition to the approved amounts in the operating budget for that Fiscal Year, TGLN shall provide to the MOHLTC in writing, as soon as reasonably practicable, detailed information respecting the nature and scope of the costs required to implement the Mid-year Program Change so that the MOHLTC can assess funding options. The MOHLTC and TGLN agree to meet to assess whether and how TGLN's operating budget for that Fiscal Year can be adjusted to accommodate the Mid-year Program Change and, if appropriate, to amend the Annual Business Plan accordingly.
- 14.2.7 TGLN shall acknowledge the financial support of the Government through the MOHLTC in all its financial, educational and promotional materials in accordance with guidelines established by the MOHLTC and will comply with the Visual Identity Directive. TGLN will refer to itself by its full name, "Trillium Gift of Life Network", in all formal documents.

14.3 Real Property

- 14.3.1 Pursuant to section 8.9(3) of the Act, TGLN shall neither acquire nor dispose of real property without the approval of the Lieutenant Governor in Council (LGIC). For greater clarity, the requirement to obtain LGIC approval applies when TGLN is proposing to acquire any interest in real property, including entering into a lease agreement for office space. TGLN must prepare a business case in support of any such approval request.
- 14.3.2 In addition to complying with the MBC Realty Directive, TGLN shall comply with the Ministry of Infrastructure Realty Policy including any appendices to this policy when acquiring space for accommodation and program purposes. The MOHLTC will ensure that TGLN is provided with any updates to the Realty Policy.

14.4 Financial Reports

- 14.4.1 TGLN is required under section 8.14 of the *Act* to appoint one or more auditors licensed under the *Public Accounting Act, 2004* to audit annually the accounts and financial transactions of TGLN. The Chair is responsible for submitting to the Minister the auditor's report, as part of the Annual Report, within 120 days of each Fiscal Year end. The auditor's report will be provided in a format that is in accordance with the province's stated accounting policies issued by the Office of the Provincial Controller.
- 14.4.2 TGLN shall also prepare and submit to the MOHLTC quarterly financial statements detailing budget-to-actual expenditures, including an explanation of any variances and budget changes. These statements must be signed by the designated financial officer of TGLN and be delivered within thirty (30) days of the end of the second, third and fourth quarters of TGLN's Fiscal Year.
- 14.4.3 TGLN will submit its salary information to the Minister of Finance and/or the President of the Treasury Board, through the Ministry, in accordance with the *Public Sector Salary Disclosure Act, 1996*.

15.0 AUDIT AND REVIEW ARRANGEMENTS

15.1 Audits

- 15.1.1 Pursuant to section 8.14 of the *Act*, the TGLN is required to appoint one or more Auditor(s) licensed under the *Public Accounting Act, 2004* to audit annually the accounts and financial transactions of TGLN. The Chair is responsible for submitting to the Minister the auditor's report, as part of the Annual Report, within 120 days of each Fiscal Year end. The Minister may also require that any aspect of the affairs of TGLN be audited at any time by an auditor appointed by the Minister.
- 15.1.2 TGLN is subject to periodic review and value-for-money audit by the Auditor General of Ontario under the *Auditor General Act* or by the Ontario Internal Audit Division of Treasury Board Secretariat. 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.
- 15.1.3 TGLN will promptly provide a copy of every report from an audit to the Minister, the Minister of Finance and the President of Treasury Board. TGLN will also provide a copy of its response to the audit report and any recommendations therein. TGLN will advise the Minister annually on any outstanding audit recommendations.

15.2 Other Reviews

- 15.2.1 TGLN is subject to periodic review initiated at the discretion and direction of TB/MBC or the Minister. The review may cover such matters relating to TGLN that are determined by TB/MBC or the Minister, and may include the mandate, powers, governance structure and/or operations of TGLN.
- 15.2.2 In requiring a periodic review, the Minister or TB/MBC will 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.
- 15.2.3 A mandate review of TGLN will be conducted at least once every seven (7) years. The date of the next review will be no later than Fiscal Year 2021/22.
- 15.2.4 The Minister will consult the Chair as appropriate during any such review.
- 15.2.5 The Board, Chair and CEO will cooperate in any review.
- 15.2.6 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 to TB/MBC for consideration.

16.0 STAFFING, REMUNERATION & APPOINTMENTS

16.1 Staffing

- 16.1.1 TGLN is staffed by persons who are employed by TGLN.
- 16.1.2 TGLN will develop its own human resources policies and practices in accordance with applicable law.

16.2 Appointment of Members

- 16.2.1 TGLN is required to have a Board composed of a minimum of 10 and a maximum of 15 Members. The Members are appointed by the Lieutenant Governor in Council pursuant to section 8.10(1) of the *Act* on the recommendation of the Minister.
- 16.2.2 The Chair and Vice-Chair are appointed by the Lieutenant Governor in Council pursuant to section 8.10(3) of the *Act* on the recommendation of the Minister.

16.2.3 Pursuant to the AAD, the term of appointment of a Member, including the Chair and the Vice-Chair, must not exceed three (3) years, with further re-appointments allowable, each not exceeding three years.

16.3 Remuneration of Members

16.3.1 Members will not be remunerated for their service on the Board unless the Lieutenant Governor in Council decides otherwise, in which case Members shall be paid such remuneration as the Lieutenant Governor in Council determines.

16.3.2 Members will be reimbursed for reasonable expenses that are necessarily incurred in the performance of Board business in accordance with the Travel, Meal and Hospitality Expenses Directive.

16.4 Travel Expenses

16.4.1 The Chair, through the CEO, will ensure that TGLN and all of its Members, appointees, employees, consultants and contractors comply with the Travel, Meal and Hospitality Expenses Directive. Reasonable expenses will be reimbursed in accordance with that Directive.

17.0 AGREEMENTS WITH THIRD PARTIES

17.1 Agreements to accord with mandate

17.1.1 TGLN, through its CEO, will ensure that any agreements that TGLN enters into with other persons are consistent with TGLN's objects under the Act and serve the public good.

17.1.2 If requested by the MOHLTC, TGLN will provide the MOHLTC with copies of any agreements entered into by TGLN.

17.2 Transfer Payment Agreements

17.2.1 TGLN, through the Chair, will ensure that any transfer payment agreements it enters into with third parties meet the requirements of the Transfer Payment Accountability Directive. The Chair is responsible for ensuring that clear expectations are established for transfer payment recipients, and for ensuring effective diligence when setting up and monitoring transfer payment agreements to ensure that recipients' commitments are fulfilled and the appropriate controls are in place to ensure the prudent use of taxpayers' money.

17.3 Procurement Arrangements

17.3.1 TGLN falls within the Procurement Directive category of “Other Included Entities”, and must therefore establish and follow its own procurement policy in compliance with the Procurement Directive.

17.3.2 TGLN shall have access to the Government’s vendors of record (VOR) arrangements. TGLN must refer to and comply with the VOR arrangement terms of use and user guides.

17.4 Intellectual Property

17.4.1 The Chair, through the CEO, is responsible for ensuring that the legal, financial and other interests of TGLN and/or the Government in intellectual property, as applicable, are protected in any contract that TGLN may enter into with a third party that involves the creation of intellectual property.

17.4.2 TGLN will comply with the Managing, Distributing and Pricing Government Information (Intellectual Property) Directive.

18.0 RISK MANAGEMENT, LIABILITY PROTECTION AND INSURANCE

18.1 The Chair is responsible for ensuring that a risk management strategy is developed for TGLN, and that the risks TGLN faces are dealt with in an appropriate manner.

18.2 TGLN shall put into effect and maintain insurance coverage, purchased from insurers licensed to underwrite policies of insurance in Ontario, to protect TGLN against all claims that might arise from anything done or omitted to be done by TGLN or its directors, officers, employees, independent contractors or agents, and from anything done or omitted to be done where bodily or personal injury, death or property damage, including loss of use thereof, is caused.

18.3 Pursuant to section 9(1) of the *Act*, no action or other proceeding for damages or otherwise may be instituted against a Member for any act done or performed in good faith in the performance or intended performance of any duty or function or in the exercise or intended exercise of any power or authority under the *Act* or for any neglect, default or omission in the performance or execution in good faith of any duty, function, power or authority under the *Act*.

18.4 The indemnification and liability insurance provisions under section 136 of the *Business Corporations Act* apply to TGLN and to its Members.

19.0 EFFECTIVE DATE, DURATION AND PERIODIC REVIEW OF MOU

19.1 Effective Date and Duration of MOU

19.1.1 This MOU becomes effective on the date it is signed by the Minister as the last Party to execute it (“**Original Effective Date**”), and shall remain in effect until it is revoked or replaced by a subsequent memorandum of understanding between the Parties in accordance with article 19.4 of this MOU.

19.1.2 A copy of the signed MOU and any amended or successor MOU must be provided to the Secretary of TB/MBC.

19.2 Affirmation or Amendment of MOU following Change in Party

19.2.1 Upon a change in Minister or the Chair, both Parties must, within six (6) months of the change, either: (a) sign a letter of affirmation that is attached to the existing MOU or sign the existing MOU (“**Affirmed MOU**”); or (b) amend the MOU in accordance with article 19.3.

19.2.2 In accordance with the AAD, changes to the MOU resulting from prior policy and TB/MBC approvals can be incorporated into an Affirmed MOU without further approvals from TB/MBC.

19.3 MOU Amendments

19.3.1 Either the Minister or the Chair may initiate a review or an amendment to this MOU at any time by written request to the other.

19.3.2 Without affecting the Original Effective Date, the Minister and the Chair may agree to amend the MOU. Any amendments to the MOU must be made in writing and be signed by the Minister and the Chair.

19.4 Revocation and Replacement of MOU

19.4.1 TB/MBC or the Minister may direct at any time that the MOHLTC prepare a new memorandum of understanding in consultation with TGLN that, subject to TB/MBC approval and execution by the Parties, will revoke and replace this MOU. A full review and replacement of this MOU will be conducted immediately in the event of a significant change to TGLN’s mandate, powers or governance structure as a result of an amendment to the Act.

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

The authorized signatories for the Parties have signed this MOU as of the dates indicated below.

TRILLIUM GIFT OF LIFE NETWORK



Rabbi Dr. Reuven P. Bulka
Chair

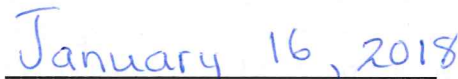


Date of Signature

HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO
as represented by the Minister of Health and
Long-Term Care



The Honourable Dr. Eric Hoskins
Minister of Health and Long-Term Care



Execution Date

Schedule "A"
REPORTS

DUE DATE	REPORT/DOCUMENT	MOU Requirement
August 15 th Annually to funding branch	TGLN will prepare estimates of TGLN's expenditures for inclusion in the Ministry's business plan.	Program Requirement
September 30 th Annually to MOHLTC Chief Administrative Officer	Annual Business Plan	MOU Section 10.1.2
Within 120 days of fiscal year end to Minister	Annual Report	MOU Section 10.2.1
Within the timelines established each year to the Office of the Provincial Controller	Draft and Final Audited Financial Statements	MOU Section 10.2.4
Within the timelines as per the funding agreement between MOHLTC and TGLN	Performance Reports including those key performance measures defined in the most recent funding agreement between MOHLTC and TGLN.	MOU Sections 10.3.1, 10.3.2 and 10.3.3

Schedule “B”

APPLICABLE GOVERNMENT DIRECTIVES

This chart set out below lists the directives, policies, standards, procedures and guidelines of the Government of Ontario which apply to TGLN and with which TGLN is required to comply (“Applicable Government Directives”).

The MOHLTC will notify TGLN in writing of any updates or changes to an Applicable Government Directive, if TGLN is approved by TB/MBC for an exemption from an Applicable Government Directive, or if an Applicable Government Directive is rescinded or replaced.

In accordance with article 13.1.4 of the MOU, this Schedule may be updated and replaced from time to time to reflect the foregoing types of changes.

Name of Applicable Directive or Policy	Directive/Policy Date	Notes
Accountability Directive	Sept 30, 1997	
Accounting Advice Directive	December 17, 2001	
Agencies & Appointments Directive	October 2015	
Advertising Content Directive	June 2006	
Billing Management and Recording Policy	March 2010	
Broader Public Sector Compensation Information Directive	April 1, 2015	
Business Planning and Allocations Directive	April 2006	
Cash Management Directive	August 2014	
Collections Policy	March 2010	
Communications in French Directive	May 13, 2010	
Corporate Policy On Recordkeeping	March 2015	

Name of Applicable Directive or Policy	Directive/Policy Date	Notes
Disclosure of Wrongdoing Directive (appointees and agencies)	June 2008	
Emergency Evacuation Planning Guide	October 2013	
Expenditure Management Directive	January 2014	
Freedom of Information (FOI) and Privacy Manual	N/A	Available online: https://www.ontario.ca/document/freedom-information-and-privacy-manual/
Internal Controls Management Directive	February 2006	
Internal Audit Directive	May 11, 2016	
Managing, Distributing and Pricing Government Information (Intellectual Property)	1998	
Ministry of the Attorney General, Corporate Operating Policy on Acquiring and Using Legal Services	September 2000	Applies only with respect to hourly rates paid to retained private sector counsel.
OPS Service Directive	June 24, 2008	Applies in part. Pursuant to article 13.7.1 of the MOU, TGLN is required to deliver services at a quality standard that reflects the principles and requirements of this Directive.
Payment Terms	November 2014	
Perquisites Directive	June 1, 2011	
Procurement Directive	February 2014	Must comply with requirements applicable to "Other Included Entities"
Procurement Directive on Advertising, Public and Media Relations, and Creative Communications Services	February 2014	

Name of Applicable Directive or Policy	Directive/Policy Date	Notes
Realty Directive (MBC) + MOI Realty Policy	April 2013	
Terminology Directive	August 2007	
Transfer Payment Accountability Directive	August 31, 2007	
Transfer Payment Recovery Operating Policy	December 2005	
Travel, Meal and Hospitality Expenses Directive	April 1, 2010	
Stale-dated, Lost or Stolen Cheques Policy	April 2015	
Visual Identity Directive	February 2006	
Open Data Directive	April 2016	
<p>Ontario Public Service Business Planning and Financial Management Policies</p> <p>5.1 Financial Information</p> <p> 1. Financial Record Retention Policy</p> <p>5.2 Risk Management</p> <p> 1. Risk Management Policy</p> <p> 2. How-To-Guide for Risk Management</p> <p> 3. Risk Management Framework for the Government of Ontario</p> <p> 4. Risk Management Resources</p> <p>5.6 Revenues and Receivables</p> <p> 1. Revenue and Accounts Receivable Reporting and Analysis Policy</p> <p> 2. Loans and Other Accounts Receivable Operating Policy</p> <p> 3. Transfer Payment Recovery Operating Policy</p> <p> 4. Prepayment Policy</p> <p> 5. Revenue Management Policy</p> <p>5.8 Accounting and Reporting</p> <p> 1. (IFIS) T4A Policy – only the</p>		

Name of Applicable Directive or Policy	Directive/Policy Date	Notes
General Mandatory Requirements of this policy are applicable. 2. Payroll Accounting for Agencies Policy 3. Receipt Handling & Allocation		

DIRECTIVES/POLICIES FROM WHICH TGLN IS EXEMPT:

TGLN is made exempt under this MOU from the following directives and policies:

Name of Directive or Policy	Directive/Policy Date
OPS Management and Use of Information and Information Technology (I&IT) Directive	February 2014
Corporate Policy on Electronic Identification, Authentication and Authorization (IAA)	July 2012
Corporate Policy on Protection of Personal Information	July 25, 2011
Data Integrity Policy	October 2002
Acceptable Use of I&IT Resources Policy	March 2011
Accountable Advances	December 2005
Agency Establishment Accountability Directive (AEAD)	RESCINDED, see Agencies & Appointments Directive
Attendance Management Policy	April 2015
Attendance Support & Management Program (ASMP)	April 2015

Name of Directive or Policy	Directive/Policy Date
Bank Reconciliations	August 3rd, 2010
Budgetary and Appropriation Control Policy	April 2003
Cheque Printing from Ministry Accountable Advance Accounts	December 2005
Classification & Position Administration Directive	November 2012
Confidential Disclosure to Bargaining Agents	April 2009
Continuation of Existing Classes and Salaries Directive	August 2007
Contractor Security Screening Operating Policy	November 2013
Corporate Policy on Information and Information Technology (I&IT) Security	June 2011
Costing and Pricing	February, 2006
Data Integrity	October 2002
Delegation of Authority Directive	March 2000
Disability Accommodation Policy	February 2015
Disclosure of Wrongdoing Directive (Employees in Ministries / Ministers' Offices)	August 2015
Employee Benefits Directive	January 2003
Employee Performance Policy	April 2016
Employee Recognition Policy (COE)	February 2006

Name of Directive or Policy	Directive/Policy Date
Employment Policy	January 2015
Employment Screening Checks Policy	January 2013
Financial Signing Authorities	June 2001
Government Appointees Directive	RESCINDED, see Agencies & Appointments Directive
Government of Ontario Policy for Public Facing Electronic Identification, Authentication, and Authorization (IAA)	April 2010
Hours of Work Directive	January 1999
Human Resources Management Delegation of Authority Directive	April 2012
Human Resources Management Directive	April 2012
iExpenses Policy	November 2005
Indemnification Directive	March 2001
Information Security & Privacy Classification Operating Procedures	April 2005
Information Security & Privacy Classification Policy (ISPC)	June 2006
Inter/Intra Ministry Journals	October 2005
Interim Payment Authority Section 15 FAA	August 2006
Learning & Development Policy	April 2012
Loans and Other Accounts Receivable	December 2005

Name of Directive or Policy	Directive/Policy Date
Major Public Infrastructure Projects - TB/MBC Directive	December 2005
Management Board of Cabinet (MBC) Compensation Directive	August 20, 2007
Management Compensation Plan Policy – Pay for Performance	April 2008
Merit Increases Directive	March 2011
Ministers' Staff Commercial Transactions Directive	April 2014
Motor Vehicle Fleet Policy	March 2012
Occupational Health and Safety Policy	April 2016
Operating Policy on Forms Management	September 2009
OPS Physical Security Operating Policy	January 2007
Parking Policy	September 1998
Pay on Assignment Operating Policy	March 2011
Preventing Barriers in Employment	January 2013
Realty Exit Planning and Decommissioning Policy	March 2015
Relocation Expenses Directive	April 2014
Reorganization in IFIS Guideline	May 2003
Risk Management Policy	2016 Draft Under Consultation

Name of Directive or Policy	Directive/Policy Date
Salary Rates / Ranges Directive	January 1991
Senior Management Group Compensation Program Including Incentive Award Program	April 2009
Single Bank Account for Transfer Payment Recipients Policy	January 2006
Small Value Financial Transactions	October 2005
Special Purpose Accounts	November 2003
Use of Personal and Confidential Information in OPS Financial Systems Policy	August 2004
Respectful Workplace Policy	September 2016
Workplace Violence Prevention Policy	April 2016

Corporate Financial Policies (Ministry of Finance):

5.3 Systems and Controls

1. Costing and Pricing Policy
2. Data Integrity Policy

5.6 Revenues and Receivables

1. Credit Management Policy
2. Billing Management and Recording Policy
3. Collections Policy
4. Designated Revenue Operating Policy

5.7 Expenditures and Authorities

1. Payment Terms

5.8 Accounting and Reporting

1. Accounting for Order-in –Council Appointees Policy
2. GST Exemption Compliance Requirements
3. Use of Personal and Confidential Information in OPS
Financial Systems Policy

Schedule "C"

PUBLIC COMMUNICATIONS PROTOCOL

1. Definitions
 - a. "*Public communications*" means any material that is communicated to the public, either directly or through the media in print, broadcast or electronic form.
 - b. A "*contentious issue*" is a matter that is, or may reasonably be expected to be, of concern to the Legislative Assembly or the public, or is likely to result in inquiries being directed to the Minister or government. Contentious issues may be raised by:
 - Members of the Legislative Assembly
 - The public
 - Media
 - Stakeholders
 - Service delivery partners.
 - c. "*Program Contact*" means a Ministry program consultant who works within the branch or other organizational unit of the Ministry that oversees matters related to TGLN and Ontario's organ and tissue donation and transplantation system.
 - d. "*TGLN*" means the Trillium Gift of Life Network.
2. TGLN will comply with the TB/MBC Visual Identity Directive, *French Language Services Act* and *Accessibility for Ontarians with Disabilities Act, 2005*.
3. The Ministry and TGLN will appoint persons to serve as public communications "leads".
 - The Ministry lead is the Assistant Deputy Minister, Communications & Marketing Division, MOHLTC (or delegate).
 - The TGLN lead is the CEO (or delegate).
4. For the purpose of this protocol, public communications are divided into seven categories:
 - i. **Media responses or news releases related to the day-to-day business of TGLN and its programs that do not have direct implications for either the Ministry or the government.**

- The TGLN lead should keep the Ministry apprised as soon as reasonably possible of their media responses or news releases by notifying the Ministry lead and Program Contact, who will circulate as appropriate to other individuals within the Ministry.
- ii. **Media responses, news releases, or communications plans where provincial or ministerial messaging on government priorities would enhance TGLN's or the government's profile, or would provide opportunities for local Member of Provincial Parliament (MPP) announcements.**
- The TGLN lead will notify the Ministry lead and Program Contact of upcoming media responses, news releases, and communications plans fifteen days in advance for all non-contentious items that might generate media interest.
 - For non-contentious items which provide government messaging opportunities or which involve funding announcements, TGLN must also request approval of news releases or communications plans seven days prior to the date required.
 - Final approval is required from the minister's office. If TGLN were not to receive comments or approval from the minister's office or Ministry lead within forty-eight hours of the date on which the item is to be issued, TGLN can proceed accordingly.
- iii. **Contentious issues, media responses, and news releases that may have direct implications for either the Ministry or the government, or are likely to result in inquiries being directed to the Minister or government (including all funding or grants announcements and contentious issues)**
- For all contentious issues, the TGLN lead will notify the Ministry lead and Program Contact immediately upon becoming aware of the issue. The Ministry lead may also advise TGLN of contentious issues that require attention. TGLN will provide background information on the issue to the Ministry lead, who will arrange to have a contentious issues note prepared.
 - TGLN must obtain Ministry approval prior to issuing media responses or news releases in this category. TGLN will provide the media response or news releases to the Ministry lead who will initiate the approval process within the Ministry.
 - Final approval on media responses and news releases in this category is required from the minister's office.

iv. **Market Research**

- Any market research undertaken by TGLN will be carried out by a vendor of record of the government based on the approval of a business case by the Ministry lead.
- TGLN will provide to the Ministry lead, in a timely manner, the results of any public, health service provider, or other market research activities of TGLN.

v. **Evaluation**

- TGLN will provide the Ministry lead with performance data and evaluation reports relating to communications programs, plan and activities, as may be requested by the Ministry lead.

vi. **Paid Advertising**

- As requested by the Ministry, major advertising plans must be reviewed and approved in advance by the Ministry lead prior to creative development and/or the purchase of media, for compliance with the *Government Advertising Act, 2004* and its regulations, as amended (the "GAA") along with any applicable communications-related directive.

vii. **Publications and Web Design**

- TGLN's communications activities and branding as well as print and web-based publications (e.g., reports) and communications products (e.g., brochures) shall be developed and managed in accordance with any applicable directives or policies of the Government of Ontario.

