

**MEMORANDUM OF UNDERSTANDING**  
**BETWEEN**  
**ONTARIO TOURISM MARKETING PARTNERSHIP CORPORATION**  
**AND**  
**THE MINISTER OF TOURISM AND CULTURE**

**1. PREAMBLE**

The purpose of this Memorandum of Understanding (MOU) is to set out the framework for accountability and the working relationships between the Minister, the Deputy Minister, the Chair, the Board of Directors, and the Chief Executive Officer. It will ensure that appropriate and adequate administrative, accountability, financial and reporting provisions are in place between the Minister of Tourism and Culture and the Ontario Tourism Marketing Partnership Corporation (the “Corporation”). The MOU is intended to be read together with Ontario Regulation 618/98.

This MOU shall not affect, modify or interfere with the responsibilities of either the Minister or Board under law. For greater certainty, this MOU shall not limit in any way the ability, authority, and obligation of the Board to manage the Corporation in light of the best interests of the Corporation, as set out in the legislation applicable to the Corporation, 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.

**2. DEFINITIONS**

In this Memorandum of Understanding,

“**Act**” means the *Development Corporations Act*, R.S.O. 1990, c. D.10;

“**Board**” means the appointed members of the Board of Directors of the Ontario Tourism Marketing Partnership Corporation;

“**Chair**” means the appointed Chair of the Board of Directors of the Ontario Tourism Marketing Partnership Corporation;

“**Chief Executive Officer**” means the President and Chief Executive Officer of the Corporation;

“**Corporation**” means the Ontario Tourism Marketing Partnership Corporation;

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

“**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**” means the Minister of Tourism and Culture or another Minister who may have responsibility for the Ontario Tourism Marketing Partnership Corporation;

“**Ministry**” means the Ministry of Tourism and Culture;

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

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

### **3. LEGISLATIVE AUTHORITY, MANDATE and AGENCY CLASSIFICATION**

The Corporation is governed by Ontario Regulation 618/98 made under the Act. Its mandate, as provided for in section 3 of Regulation 618/98, is:

- (a) to market Ontario as a travel destination;
- (b) to undertake joint marketing initiatives with the tourism industry;
- (c) to support and assist the marketing efforts of the tourism industry; and
- (d) in cooperation with the tourism industry, the Government of Ontario, other governments and other agencies of governments, to promote Ontario as a travel destination.

The following principles support the mandate:

- (a) the Corporation is to lead the marketing of Ontario as a travel destination nationally and internationally;

- (b) the Corporation and regional organizations are to work together to market travel within Ontario;
- (c) the Corporation is to deliver marketing services that contribute to regional and economic development;
- (d) the Corporation is to become a centre of excellence supporting provincial marketing; and
- (e) the Corporation is to engage in partnerships to support the above objectives.

Section 2 of Regulation 618/98 states that the Corporation is for all its purposes an agent of Her Majesty within the meaning of the *Crown Agency Act* and its powers may be exercised only as an agent of Her Majesty.

In accordance with section 4 of Regulation 618/98, the Board shall consist of as many members, not fewer than three, as the Lieutenant Governor in Council may appoint, one of whom shall be a deputy minister from a ministry, other than the Ministry of Tourism and Culture. The Lieutenant Governor in Council shall designate one member as Chair and one member as Vice-Chair.

The Corporation is designated as an Operational Service 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 Service agencies as set out in **Schedule 1** of this MOU.

Where such Directives are amended, or new Directives are issued by TB/MBC or Ministry of Finance, the Ministry shall advise the Corporation in writing of the applicability of these Directives to the Corporation, and these Directives shall be deemed to form part of Schedule 1. The Corporation 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 new 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 Minister recognizes that the Corporation is a statutory entity which exercises powers and performs duties in accordance with its mandate under Regulation 618/98.
- (b) The Corporation operates in accordance with the appropriate Government operational policies and broad policy directions and shall conduct itself according to the management principles and best practices of the Government. These principles include ethical behaviour, accountability, excellence in management, wise use of public funds, high-quality service to the public, openness and transparency, and fairness in the marketplace.
- (c) The Corporation acknowledges that it is accountable to the Government in fulfilling its mandate as defined in Regulation 618/98 and this MOU. Accountability is a fundamental principle to be observed in the management, administration and operation of the Corporation.
- (d) The Minister and the Chair commit to avoid any duplication of services between the Ministry and the Corporation and agree to ensure that the Corporation's programs and services are co-ordinated with the Ministry's programs and services in support of tourism.
- (e) The Minister and the Chair commit to ensuring that a cooperative relationship exists between the Ministry and the Corporation. To foster this cooperative relationship, the Minister commits to ensuring that the Deputy Minister communicates with the Chief Executive Officer regularly, and the Chair commits to ensuring that the Chief Executive Officer communicates with the Deputy Minister regularly. The Minister and the Chair commit to communicating quarterly, at minimum.

## **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. They therefore agree that:

- (a) The Chair will keep the Minister advised of issues or events that concern or can reasonably be expected to concern the Minister or the Government in the exercise of the Minister's responsibilities. The Corporation, through the Chair and the Chief Executive Officer, will advise the Ministry immediately of all contentious matters through the Ministry's Tourism Agencies Branch and, as applicable, the Minister and Deputy Minister.
- (b) The Minister will ensure that the Chair is consulted, as appropriate, on significant new directions and/or when the Government is considering regulatory or legislative changes which may have a significant impact on the Corporation.
- (c) The Minister and the Chair will communicate quarterly, at minimum, or as needed to discuss issues relating to the delivery of the Corporation's mandate as well as public communication strategies. The Chief Executive Officer will meet as needed with the Chair to discuss issues relating to the efficient operation of the Corporation. The Chief Executive Officer will also meet regularly with the Deputy Minister regarding the provision of administrative and organizational support services by the Ministry to the Corporation.
- (d) Senior Ministry and Corporation staff will maintain regular communications to discuss matters of mutual interest, including contentious matters that concern or can be reasonably be expected to concern the Minister or the Government in the exercise of the Minister's responsibilities.

## 7. ACCOUNTABILITY RELATIONSHIP

The accountability relationship is as follows:

- (a) **Minister** - The Minister is accountable to the Legislative Assembly for the Corporation's fulfilment of its mandate, its compliance with applicable Ministry of Finance and TB/MBC Directives and Government and Ministry policies, and for reporting and responding to the Legislative Assembly on the Corporation's affairs.

The Minister is accountable to Cabinet for the performance of the Corporation 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 Corporation in fulfilling its mandate and for carrying out the roles and responsibilities assigned to the Chair by Regulation 618/98, Ministry of Finance and TB/MBC Directives and Government and Ministry policies, and this MOU.

- (c) **Board** - The Board, through the Chair, is accountable to the Minister for governing the affairs of the Corporation in accordance with its mandate.
- (d) **Deputy Minister** - The Deputy Minister is accountable to the Minister for carrying out the roles and responsibilities as assigned to the Deputy Minister by the Minister, Ministry of Finance and TB/MBC Directives and Government and Ministry policies, and this MOU.
- (e) **Chief Executive Officer** - The Chief Executive Officer is accountable to the Board through the Chair for the management and administration of the Corporation, the supervision of the Corporation's employees, and for carrying out the roles and responsibilities assigned by the Board. The Chief Executive Officer is also accountable to the Board for the Corporation's financial projections and meeting operational and financial targets. The Chief Executive Officer works under the direction of the Chair in implementing policy and operational decisions and must report agency performance results to the Chair.

The Chief Executive Officer is also accountable to the Deputy Minister for carrying out the roles and responsibilities assigned by Ministry of Finance and TB/MBC Directives and Government and Ministry policies, Regulation 618/98, and other relevant legislation.

- (f) **Corporation's Employees** - Employees of the Corporation are accountable to the Chief Executive Officer for carrying out the roles and responsibilities as assigned by the Chief Executive Officer.

## 8. ROLES AND RESPONSIBILITIES

### 8.1. Minister

The Minister is responsible for:

- (a) establishing and communicating to the Corporation the applicable Ministry of Finance and TB/MBC Directives and Government and Ministry policies, and any changes to those policies in which the Corporation is required to operate;
- (b) ensuring a system is in place to monitor the performance of the Corporation to ensure that its mandate is being fulfilled and that it is in compliance with relevant Ministry of Finance and TB/MBC Directives and Government and Ministry policies;
- (c) reviewing, approving and presenting the recommended annual allocation for the Corporation as part of the Government's budget planning and allocation process;

- (d) reporting and responding to Cabinet on the Corporation's performance and compliance with applicable Ministry of Finance and TB/MBC Directives and applicable Government and Ministry policies;
- (e) reviewing and approving the Corporation's multi-year and annual plans and reports in accordance with sections 13 and 14 of this MOU;
- (f) submitting the Corporation's annual report in the Legislative Assembly for tabling within 60 days of receipt;
- (g) reporting and responding to the Legislative Assembly on the affairs of the Corporation;
- (h) recommending appointments and reappointments pursuant to the process for agency appointments established by legislation or TB/MBC, after consultation with the Chair as appropriate, to ensure that the requirements of Regulation 618/98 are met;
- (i) endeavouring to obtain necessary Government approvals, as may be required, to enable the Corporation to carry out its mandate and communicating such approvals to the Corporation;
- (j) developing an MOU with the Chair for the Corporation;
- (k) developing, in conjunction with the Chair, an annual Letter of Expectations, for execution by the Minister and the Chair with the approval of the Board, which sets out the Ministry's priorities for the year and its expectations as to the Corporation's role and responsibilities in meeting Ministry priorities;
- (l) when appropriate or necessary, taking action or directing/recommending that corrective action be taken in respect of the Corporation's mandate or operations; and
- (m) communicating with the Chair and Board, at minimum, on a quarterly basis.

## **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 Corporation, including ensuring the Corporation is in compliance with applicable Ministry of Finance and TB/MBC Directives and applicable Ministry and Government policies;

- (b) except where the Ministry and Corporation agree otherwise, ensuring the provision of administrative and organizational support services to the Corporation as may be required;
- (c) providing a framework for assessing whether the Corporation is fulfilling its mandate in accordance with applicable Ministry of Finance and TB/MBC Directives and Ministry and Government policies;
- (d) undertaking assessments of whether the Corporation is fulfilling its legislative mandate in accordance with Ministry of Finance and TB/MBC Directives and Government and Ministry policies, identifying any need for corrective action, recommending to the Chief Executive Officer ways to resolve any issues that are identified and advising the Minister of ways of resolving such issues;
- (e) establishing a framework for reviewing and assessing the Corporation's strategic business and financial activities, business plans and other reports;
- (f) advising the Minister on the Board's documents submitted to the Minister for review and/or approval;
- (g) ensuring Ministry submissions, publications, and other consolidated documents include appropriate references to the Corporation that reflect its issues and concerns in accordance with Ministry of Finance and TB/MBC Directives, Government and Ministry policies, and Ministry priorities;
- (h) ensuring that the Ministry undertakes the preparation of all Cabinet, TB/MBC and any other submissions (with supporting documentation) required to obtain any Government approvals necessary for the Corporation as set out in Regulation 618/98, Ministry of Finance and TB/MBC Directives, Government or Ministry policies, or this MOU;
- (i) consulting with the Chair in establishing a performance contract for the Chief Executive Officer and in evaluating the performance of the Chief Executive Officer;
- (j) participating in the selection process of a Chief Executive Officer for the Corporation;
- (k) negotiating a draft MOU with the Chair as directed by the Minister; and
- (l) communicating regularly with the Chief Executive Officer of the Corporation.

### **8.3 Board**

The Board is responsible for:

- (a) providing strategic direction to the Corporation and governing the affairs of the Corporation within its mandate as set out in Regulation 618/98, the Corporation's by-laws, agreements, its approved business plan and the policy parameters established and communicated by the Minister;
- (b) working with direction from the Chair and support from the Chief Executive Officer in setting the goals, objectives and strategic directions of the Corporation within its mandate as set out in Regulation 618/98 and this MOU;
- (c) establishing policy for the Corporation, consistent with its objects and with any policies established and communicated by the Minister;
- (d) working with the Chair and the Chief Executive Officer providing strategic and policy options and viable strategic recommendations to the Minister with respect to the future plans of the Corporation;
- (e) ensuring processes are in place for monitoring the Corporation's compliance with applicable Ministry of Finance and TB/MBC Directives, Regulation 618/98, other relevant legislation, and Government and Ministry policies;
- (f) being aware of, and complying with, the fiduciary duties and duty of care owed by the members of the Board to the Corporation;
- (g) passing by-laws, rules, and orders governing the administration and management of the Corporation's affairs and the conduct of its business;
- (h) working with the Deputy Minister and the Chair in the appointment of a Chief Executive Officer who is responsible and accountable both to the Board and the Deputy Minister;
- (i) directing the preparation of, and approving for submission to the Minister, all the Corporation's documents required by this MOU, and directing corrective action to be taken if needed;
- (j) approving the MOU and any amendments to the MOU on behalf of the Corporation in a timely manner and authorizing the Chair to sign on behalf of the Corporation;
- (k) reviewing and approving for the Chair's signature, the annual Letter of Expectations developed by the Minister and the Chair;

- (l) ensuring processes are in place for monitoring the performance of the Corporation and reviewing the Corporation's performance as part of the Board's oversight responsibilities;
- (m) establishing meaningful performance measures and targets for the Corporation;
- (n) approving the performance review system for the Corporation's employees as developed by the Chief Executive Officer in accordance with Ministry guidelines and requirements;
- (o) approving an annual budget for the Corporation, as developed by the Chief Executive Officer;
- (p) monitoring the use of funds and assets with integrity and honesty and taking all reasonable steps so that the Corporation can operate within its approved business plan and budget;
- (q) ensuring that the Corporation is managed in an efficient and effective manner according to accepted business and financial practices and in accordance with TB/MBC requirements;
- (r) arranging for an annual audit of the financial statements of the Corporation and providing the Minister with a copy of the audit;
- (s) consulting with stakeholders when appropriate, with the prior approval of the Chair and in accordance with Corporation policies;
- (t) consulting with the Corporation's staff concerning Corporation business when appropriate, with the prior approval of the Chair;
- (u) conducting regular assessments with respect to the effectiveness of the Board as a whole, the contribution of each committee of the Board, and the contribution of each member of the Board;
- (v) conducting an annual assessment of the Board to ensure compliance with this MOU and other obligations of the Board;
- (w) co-operating with periodic reviews initiated by either TB/MBC or the Minister; and
- (x) communicating as required with the Minister.

## 8.4 Chair

The Chair is responsible for:

- (a) 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 Chief Executive Officer;
- (d) on behalf of the Board, communicating the Chief Executive Officer's performance objectives to the Chief Executive Officer, and reviewing the Chief Executive Officer's performance with the Deputy Minister in relation to the performance criteria established by the Chair and the Deputy Minister;
- (e) reporting to the Minister on the Corporation's activities and guidelines, business and operational plans, and on the practices under which the Corporation operates and by which the Corporation's overall priorities are set;
- (f) reviewing the Corporation's plans and reports, as described in sections 13 and 14 of this MOU, and submitting the same to the Minister;
- (g) communicating any significant additions, deletions or amendments to the Corporation's plans and reports referred to in clause (f) to the Minister and in time for their approval by the Minister and TB/MBC before implementation;
- (h) negotiating this MOU and signing the MOU with the Minister after Board and TB/MBC approval;
- (i) co-operating with any periodic review initiated by either TB/MBC or the Minister;
- (j) informing and ensuring compliance of all Board members and the Chief Executive Officer with all relevant conflict-of-interest rules and guidelines, recording declared or perceived conflicts of interest and reporting any conflicts as appropriate;
- (k) carrying out the specified responsibilities under the *Public Service of Ontario Act, 2006* and its regulations as the "ethics executive" for members of the Board in the areas of conflict of interest, political activity rights and wrongdoing disclosures;
- (l) notifying the Minister of appointment vacancies and making recommendations to the Minister on appointments, reappointments, or removal of Board members;

- (m) consulting with the Minister in advance and receiving the Minister's approval if the Corporation plans to embark on any enterprise or activity which will impact on the Government's policies or funding;
- (n) ensuring Board members are informed of their roles, responsibilities and obligations (such as their fiduciary duties to the Corporation) and ensuring that all Board members receive an orientation and ongoing training to carry out their responsibilities;
- (o) attending and/or making presentations before Cabinet or committees of Cabinet or the Legislative Assembly on matters concerning the affairs of the Corporation when requested;
- (p) establishing operational, management and leadership goals and targets for the Corporation, in consultation with the Board, and ensuring that these goals and targets are reflected in the Chief Executive Officer's annual performance contract with the Deputy Minister;
- (q) communicating with the Minister, at minimum, on a quarterly basis.

## **8.5 Chief Executive Officer**

The Chief Executive Officer of the Corporation is responsible for:

- (a) managing the day-to-day functions and financial affairs of the Corporation and the fulfilment of its mandate in accordance with all applicable Ministry of Finance and TB/MBC Directives and Government and Ministry policies;
- (b) translating the policy and strategic direction of the Board into operational plans and activities in accordance with the approved business plan with integrity and honesty;
- (c) supporting the Chair and the Board in meeting their responsibilities;
- (d) providing leadership, guidance and management services to the Corporation's employees for human and financial resources management in accordance with accepted business and financial practices and standards, Regulation 618/98, other relevant legislation, conflict of interest guidelines, Ministry of Finance and TB/MBC Directives, and Government and Ministry policies;
- (e) establishing and applying a financial and risk management framework and risk management plan to support decision-making to ensure sound management of the Corporation including its operations;

- (f) keeping the Board informed of the implementation of its policy directions and the operations of the Corporation in order that the Board can meet its responsibilities;
- (g) providing for or assisting with the adequate orientation and ongoing training of members of the Board with respect to their roles and responsibilities;
- (h) the creative content of marketing initiatives, based on the Ministry's objectives and priorities and OTMPC's marketing expertise, and for ensuring the Ministry is apprised of creative content decisions;
- (i) participating in Government and Ministry corporate planning initiatives which may affect the mandate of the Corporation and the operations of the Corporation;
- (j) advising the Chair and the Board on compliance with applicable Ministry of Finance and TB/MBC Directives, legislation, and Ministry and Government policies and procedures;
- (k) ensuring the preparation of the annual report, business plan, financial statements, audit responses, and other reports as directed by the Board for its approval;
- (l) meeting the performance objectives jointly set by the Deputy Minister and the Chair;
- (m) developing and implementing, after Board approval, an effective performance management and measurement system for assessing the Corporation's performance and an effective performance measurement system for the employees of the Corporation;
- (n) providing the Ministry and the Board with such information regarding the Corporation as the Minister and Deputy Minister may require or request in order to carry out Ministerial or Board responsibilities;
- (o) keeping the Deputy Minister and the Chair advised of significant issues or events 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 Ontario Human Rights Tribunal or to the Ombudsman);
- (p) establishing a system for the retention of the Corporation's documents and for appropriately making such documents publicly available, as appropriate;
- (q) carrying out the specified responsibilities under the *Public Service of Ontario Act, 2006* and its regulations as the "ethics executive" for employees of the Corporation in the areas of conflict of interest, political activity rights and wrongdoing disclosures;

- (r) ensuring employees of the Corporation are aware of, and conform with, all applicable Ministry of Finance and TB/MBC Directives and Government and Ministry policies;
- (s) seeking and providing advice to the Deputy Minister on matters relating to Government requirements and policy, including the Ministry's provision of corporate services to the Corporation;
- (t) establishing appropriate systems for the administration of the Corporation, including purchasing and supply, creative services, and information technology and other appropriate internal administrative procedures in compliance with Government and Ministry policies and Ministry of Finance and TB/MBC Directives;
- (u) cooperating with any periodic review directed by the Minister or by TB/MBC; and
- (v) communicating regularly with the Deputy Minister and Ministry staff.

## **9. ADMINISTRATIVE ARRANGEMENTS AND STAFFING**

The Corporation is responsible for:

- (a) hiring and employing staff under Part III of the *Public Service of Ontario Act, 2006* who are therefore eligible for those rights and benefits accorded under that Act and relevant collective agreements, including being members of the Public Service Pension Plan;
- (b) adhering to Ministry protocols as developed from time to time regarding the provision of the administrative and organizational support services; and
- (c) acknowledging the financial support of the Government of Ontario in all of its financial, educational, grant and promotional materials in accordance with guidelines established by the Government, including visual identity requirements, and shall refer to itself by its full name "Ontario Tourism Marketing Partnership Corporation" in English and "la Société du Partenariat ontarien de marketing touristique" in French in all formal documents.

The Corporation is prescribed as a "Commission public body" in accordance with Ontario Regulation 146/10 made under the *Public Service of Ontario Act, 2006*.

Employees of the Corporation are appointed under Part III of the *Public Service of Ontario Act, 2006*.

## 10. LEGAL SERVICES

- (a) The Ministry, through its Legal Services Branch, shall provide general counsel, prepare legal documents and provide other legal services as required on behalf of, and at the request of the Corporation.
- (b) Subject to the approval by the Ministry and in accordance with the *Corporate Operating Policy on Acquiring and Using Legal Services* of the Ministry of the Attorney General, the Corporation may retain external counsel to provide legal services.

## 11. FINANCIAL ARRANGEMENTS

- (a) The Corporation 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 such transfer payments are subject to adjustments made by the Minister, TB/MBC or the Legislative Assembly, as appropriate.
- (b) As provided for in section 8 of Regulation 618/98, the Corporation may receive any grant, gift, devise, contribution or profit, and may only use such revenue to further its objects.
- (c) In accordance with subsection 7(2) of Regulation 618/98, the Corporation must obtain the approval of the Lieutenant Governor in Council in order to: acquire, hold or dispose of any interest in real property; borrow money; or pledge the assets of the Corporation.
- (d) The Corporation shall provide all information and advice as requested to support the Minister throughout the budget planning and allocation process.
- (e) The Corporation shall set the level of funding allocated to programs and services, consistent with its annual business plan as approved by the Minister.
- (f) The Corporation is subject to TB/MBC's Transfer Payment Accountability Directive in the provision and administration of transfer payments.
- (g) 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 contracts to ensure public services are delivered, commitments are fulfilled, and the right controls are in place to ensure the prudent use of taxpayers' money.
- (h) Financial and accounting procedures of the Corporation shall follow generally accepted accounting principles, as set out by the Canadian Institute of Chartered Accountants and its Handbook. The Corporation shall provide its own financial services and shall

establish and maintain financial and administrative procedures and controls in accordance with Government accounting policies.

- (i) The Corporation is required to pay the Harmonized Sales Tax.

## **12. AUDITING**

- (a) As provided in sections 13 and 14 of Regulation 618/98, accounts and financial transactions of the Corporation shall be audited annually. The audit is subject to the review of the Auditor General. An annual report, including the audited financial statements, shall be delivered to the Minister by the Chair.
- (b) Based on an approved annual Audit Plan, the Government's Internal Audit Division will undertake audits of the Corporation's program delivery and financial and administrative processes to ensure fiscal prudence and accountability and that appropriate controls are in place. Copies of the audit reports as well as the Corporation's written response to the audits shall be forwarded to the Ministry.
- (c) The Minister and/or the Auditor General may, at any time, direct an audit of the financial transactions or management, or both, of the Corporation. After Board approval, the Corporation will provide a written timely response to all audits to the Minister and/or Auditor General and will advise the Minister on any outstanding audit recommendations annually.

## **13. PLANNING AND REPORTING**

- (a) On an annual basis, the Chair will submit a business plan approved by the Board covering the Corporation's next three fiscal years to the Minister for review and approval. The Ministry will provide the Corporation with the guidelines for the business plan that will be in accordance with the Government's current fiscal year's requirements, as well as applicable Ministry of Finance and TB/MBC Directives and guidelines. The Corporation will provide the Ministry with a draft business plan prior to the final business plan submission, in keeping with established deadlines, to provide an opportunity for review and comment.
- (b) The Minister will review the business plan and advise the Board, in a timely fashion, whether or not the Minister approves the overall directions envisaged by the Corporation and if not, the Minister will indicate where and in what ways the overall directions of the plans are at variance with the Government's policies and priorities.
- (c) After Board approval, the Chair will provide the Ministry with in-year reporting on the

Corporation's performance against its approved business plan and report on 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 Corporation enters into any binding financial or operational commitments with respect thereto.

- (d) The Corporation's business plan shall be in accordance with the requirements set out in the *Agency Establishment and Accountability Directive*. TB/MBC may require the Minister to submit the agency's business plan to TB/MBC for review at any time.

#### **14. SUMMARY OF REPORTING REQUIREMENTS**

Based on timely reporting by prescribed deadlines, the Chair will submit on behalf of the Board the following reports and documents to the Minister:

- (a) Three-year business plan;
- (b) Annual marketing plan;
- (c) In-year reports including monthly financial and operating performance of the Corporation, as required;
- (d) An annual report on the affairs of the Corporation, in accordance with TB/MBC Directives and guidelines, to the Minister for tabling in the Legislative Assembly within 120 days of the Corporation's fiscal year-end;
- (e) Audited financial statements;
- (f) Copies of agendas, minutes, and related materials of the Board's meetings one week prior to the date of the meeting;
- (g) Every report from an audit, as well as the Corporation's response to the audit, and any recommendations therein; and
- (h) Any other reports regarding the Corporation as required by the Minister in order to carry out Ministerial responsibilities.

#### **15. PERIODIC REVIEW**

The Corporation is subject to periodic review initiated at the discretion and direction of the Minister or TB/MBC. The Corporation 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 direction of the Minister, the Minister may submit recommendations regarding the Corporation to the Board for review and consideration, as well as to TB/MBC.

## **16. CONFLICT OF INTEREST**

Members of the Board are subject to the conflict of interest provisions of the *Government Appointees Directive* (dated November 1994) issued by TB/MBC. Members are also subject to the conflict of interest provisions of the *Public Service of Ontario Act, 2006* and its regulations that are applicable to Government appointees.

Members shall not use any information gained as a result of his/her appointment to the Board for personal gain or benefit. A member 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 consideration of the matter. The Chair shall cause to be recorded in the minutes of the meeting of the Board any declared conflict of interest.

Employees of the Corporation are subject to the conflict of interest provisions in the *Public Service of Ontario Act, 2006* and its regulations unless the Corporation has submitted its own conflict of interest rules to the Conflict of Interest Commissioner and has received approval of those rules by the Commissioner.

## **17. INFORMATION MANAGEMENT**

The Corporation is designated as an institution in the regulations to the *Freedom of Information and Protection of Privacy Act* (“FIPPA”) and the Corporation shall handle all of its records in accordance with FIPPA.

The Corporation shall ensure that there is an information management system for the retention of the Corporation’s records. The Board, through the Chair, is responsible for ensuring that the Corporation complies with the *Archives and Recordkeeping Act, 2006* and the *Management of Recorded Information Directive*.

The Corporation shall keep and maintain all financial records, invoices, procurement files and other financially related documents relating to funding provided by the Ministry or otherwise

related to the activities of the Corporation in a manner consistent with generally accepted accounting principles and clerical practices. The Corporation shall maintain such records and keep them available for review by the Ministry for a period of seven (7) years from the date of creation of the records.

The Corporation shall keep and maintain all non-financial documents and records relating to funding received from the Ministry or otherwise related to the activities of the Corporation, in a confidential manner consistent with all applicable laws.

## **18. CUSTOMER SERVICE QUALITY REVIEW PROCESS**

The Corporation 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.

## **19. LIABILITY PROTECTION AND INSURANCE**

The Corporation is covered under the Government's protection program for claims by third parties for bodily injury, property damage, personal injury and advertising liability.

The Minister of Tourism and Culture indemnifies Board members from damages that may result from their activities on behalf of the Corporation, provided that Board members do not act with dishonesty, negligence or wilful misconduct.

## SCHEDULE 1

### Ministry of Finance and Treasury Board/Management Board of Cabinet Directives applicable to Ontario Tourism Marketing Partnership Corporation \*

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

#### **Accountability and Governance**

- (a) Accountability Directive (September 1997)
- (b) Advertising Content Directive (September 2006)
- (c) Agency Establishment and Accountability Directive (January 2010)
- (d) Delegation of Authority Directive (March 2000)
- (e) Government Appointees (November 1994)
- (f) Internal Audit Directive (November 2002)
- (g) Risk Management Policy (April 2002)
- (h) Transfer Payment Accountability Directive (August 2007)

#### **Business Planning and Financial Management**

- (i) Cash Management Directive
- (j) Capital Expenditure Evaluation Directive (November 1994)
- (k) Emergency Management and Security Directive (January 2007) – Only the following policies within the Directive are applicable:
  - Contractor Screening Policy
  - Personnel Screening Checks Policy
  - Physical Security Operating Policy
- (l) Expenditure Management Directive (April 2000)
- (m) General Expenses Directive (Oct 1997 revised Nov 2004)
- (n) Indemnification Directive (March 2001)
- (o) Internal Controls Management Directive (February 2006) (except the reference to complying with other control policies)
- (p) Real Property and Accommodation Directive (September 1998)
- (q) Revenue Management Directive (except reference to complying with other revenue policies)
- (r) Travel, Meal and Hospitality Expenses Directive (revised April 2010)

#### **Procurement**

- (s) Establishment and Use of Central Common Services Directive (August 1994)
- (t) Procurement Directive (July 2009)
- (u) Procurement Directive on Advertising, Media and Public Relations and Creative Communications Services (September 2006)

### **Information and IT Management**

- (v) Communications in French Directive (May 2010)
- (w) Enhancing Privacy: Computer Matching of Personal Information Directive (May 1994)
- (x) Freedom of Information and Protection of Privacy Directive (February 1991)
- (y) Government Publications Directive (September 1997)
- (z) Information and Information Technology Security Directive (August 2005)
- (aa) Management of Recorded Information Directive (June 1992)
- (bb) Managing, Distributing and Pricing Government Information (Intellectual Property) (August 1998)
- (cc) Visual Identity Directive (revised September 2006)

### **Human Resources Management**

- (dd) Classification and Position Administration Directive (January 1991)
- (ee) Compensation Directive (revised February 2010)
- (ff) Continuation of Existing Classes and Salaries Directive (August 2007)
- (gg) Disclosure of Wrongdoing Directive – Public Bodies (August 2007)
- (hh) Emergency Evacuation Planning Directive (Jan 1991)
- (ii) Employee Benefits Directive (January 2003)
- (jj) HIV Infection and Aids in the Workplaces Directive (January 1991)
- (kk) Hours of Work Directive (January 1991)
- (ll) Human Resources Management (February 1999)
- (mm) Human Resource Management Governance and Accountability Directive (August 2007)
- (nn) Key Directive on Human Resource Administration (August 2007)
- (oo) Merit Increase Directive (December 1996)
- (pp) Occupational Health and Safety Directive (July 2001)
- (qq) Relocation Expenses Directive (February 2003)
- (rr) Salary Rates/Ranges Directive (January 1991)
- (ss) Staffing Management and Control Directive (September 1992)
- (tt) Terminology Directive (August 2007)

The Ministry will inform the Corporation of amendments or additions to directives, policies and guidelines that apply to the Corporation.

**-- END OF SCHEDULE 1 --**

## APPENDIX A

### **List of General Legislation applicable to Ontario Tourism Marketing Partnership Corporation**

*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 APPENDIX A --**