

MEMORANDUM OF UNDERSTANDING
BETWEEN
METROPOLITAN TORONTO CONVENTION CENTRE CORPORATION
AND
THE MINISTER OF TOURISM

1. PURPOSE

The purpose of this Memorandum of Understanding (MOU) is to set out the framework for accountability and the working relationships between the Minister, the Chair, the Board, the Deputy Minister and the President/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 the Metropolitan Toronto Convention Centre Corporation (the “Corporation”).

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 *Metropolitan Toronto Convention Centre Corporation Act*;

“**Board**” means the appointed members of the Board of Directors of the Metropolitan Toronto Convention Centre Corporation;

“**Chair**” means the appointed Chair of the Board of Directors of the Metropolitan Toronto Convention Centre Corporation;

“**Corporation**” means the Metropolitan Toronto Convention Centre Corporation;

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

“**Directors**” means the appointed directors of the Board of Directors of the Metropolitan Toronto Convention Centre Corporation;

“**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;

“**LGIC**” means the Lieutenant Governor in Council of the Province of Ontario;

“**Minister**” and “**Ministry**” means the Minister of Tourism, or another Minister who may have the rights, duties and privileges as set out in the Act or otherwise, and the Ministry of Tourism respectively;

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

“**President and CEO**” means the President and Chief Executive Officer of the Metropolitan Toronto Convention Centre Corporation; and

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

3. LEGISLATIVE AUTHORITY, MANDATE and AGENCY CLASSIFICATION

The Corporation is governed by the Act. Its mandate, as provided in section 6 of the Act, is to operate, maintain and manage an international class convention centre facility in the City of Toronto in a manner that will promote and develop tourism and industry in Ontario.

Under section 2 of the Act, the Board shall consist of not fewer than seven and not more than thirteen members of whom:

- (a) not more than ten shall be appointed by the LGIC;
- (b) not more than three shall be appointed by resolution of the council of the City of Toronto; and;
- (c) the LGIC shall designate one of the Directors as Chair of the Board and another of the Directors as President and Chief Executive Officer of the Corporation.

The Board has established goals consistent with the policy objectives of the Government to guide them in strategic and operational planning. Those goals are:

- (a) To position the Metropolitan Toronto Convention Centre as a world class convention centre;
- (b) To attract incremental visitors to Canada, Ontario, and metropolitan Toronto;

- (c) To provide a showcase for local tradeshow, public shows, meetings and food and beverage needs; and
- (d) To operate on a cost recovery commercial (profitable) basis over the long term.

The Corporation is a Crown agency as provided for in section 14 of the Act.

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

Where such Directives are amended, or new Directives are issued by TB/MBC, 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 signature of the last party to execute it and shall be in effect for a period of not more than five (5) years. This MOU must be renewed or revised by the expiry date. However, this MOU shall remain in effect temporarily until a new MOU has first received the approval of TB/MBC and thereafter has been approved and executed by the parties.

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

This MOU shall be reviewed upon the appointment of a new Minister or a new Chair. The purpose of the review is to ensure that the Minister or the Chair, as the case may be, is aware of this MOU and to give the Minister or the Chair the opportunity to initiate discussions on amending this MOU. Where the Minister and the Chair agree to continue this MOU without requiring any amendment, both parties must affirm the continuance in writing. A re-affirmed MOU does not require the approval of TB/MBC.

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 the Act.
- (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, value for money, 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 under the Act 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 and agree to ensure that the Corporation's and Ministry's programs and services are co-ordinated.
- (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 President and CEO regularly, and the Chair commits to ensuring that the President and CEO communicates with the Deputy Minister regularly.

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, including contentious matters that concern or can be reasonably expected to concern the Minister or the Government in the exercise of the Minister's responsibilities. The Corporation will advise the Ministry immediately of all contentious matters.
- (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 meet, as needed, to discuss issues relating to the delivery of the Corporation's mandate as well as public communication strategies. The President and CEO will meet with the Deputy Minister and the Chair, as needed, to discuss issues relating to the operation of 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 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 Legislature for the Corporation's fulfilment of its mandate, its compliance with applicable Ministry of Finance and TB/MBC Directives Government and Ministry policies and for reporting and responding to the Legislature 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 and to the Board for the performance of the Corporation in fulfilling its mandate and for carrying out the roles and responsibilities assigned to the Chair by the Act, applicable 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, the Act, applicable Ministry of Finance and TB/MBC Directives, Government and Ministry policies, and this MOU.
- (e) **President and CEO** - The President and CEO is accountable to the Board through the Chair for the management and administration of the Corporation, the supervision of the Corporation's staff and for carrying out the roles and responsibilities assigned by the Chair, the Act, applicable Ministry of Finance and TB/MBC Directives and Government and Ministry policies, other applicable legislation and this MOU. The President and CEO is also accountable to the Board for the Corporation's financial projections and meeting operational and financial targets. The President and CEO works under the direction of the Chair in implementing policy and operational decisions and must report agency performance results to the Chair.
- (f) **Corporation's Staff** - Staff of the Corporation are accountable to the President and CEO for carrying out the roles and responsibilities as assigned to the staff by the President and CEO.

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 accordance within 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 applicable Ministry of Finance and TB/MBC Directives and Government and Ministry policies;
- (c) reviewing, approving and presenting the appropriate information to TB/MBC on behalf of 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 12 and 13 of this MOU;
- (f) submitting the Corporation's annual report for tabling in the Legislature 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 by the LGIC which are established by legislation or TB/MBC, after consultation with the Chair as appropriate, to ensure that the requirements of the Act are met;
- (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 for the Corporation with the Chair;
- (k) when appropriate or necessary, taking action or directing/recommending that corrective action be taken in respect of the Corporation's mandate or operations; and
- (l) 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 Government and Ministry policies;
- (b) providing a framework for assessing whether the Corporation is fulfilling its mandate in accordance with applicable Ministry of Finance and TB/MBC Directives and Government and Ministry policies;

- (c) monitoring the Corporation on behalf of the Minister while respecting the Corporation's authority, and where warranted identifying any need for corrective action, recommending to the Minister ways to resolve any issues that are identified, and advising the Minister of ways of resolving such issues;
- (d) establishing a framework for reviewing and assessing the Corporation's strategic business and financial activities, business plans and other reports;
- (e) advising and assisting the Corporation on the achievement of its plans as they relate to Government direction and policies;
- (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 applicable Ministry of Finance and TB/MBC Directives and 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 the Act, applicable Ministry of Finance and TB/MBC Directives and Government and Ministry policies, or this MOU;
- (i) consulting with the Chair on the establishment of operational, management and leadership goals and targets for the President and CEO in accordance with Government priorities and the mandate of the Corporation;
- (j) participating in the selection process for a President and CEO for the Corporation;
- (k) communicating, as needed, with the President and CEO of the Corporation; and
- (l) negotiating a draft MOU with the Chair as directed by the Minister.

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 the Act, the Corporation's by-laws, agreements, its approved business plan, this MOU, and the policy parameters established and communicated by the Minister;
- (b) setting the goals, objectives and strategic directions of the Corporation within its mandate as set out in the Act and this MOU;
- (c) establishing policy for the Corporation, consistent with its objects and within any policies established and communicated by the Minister;

- (d) ensuring processes are in place for monitoring the Corporation's compliance with the Act, other applicable legislation, applicable Ministry of Finance and TB/MBC Directives and applicable Government and Ministry policies;
- (e) being aware of, and complying with, the fiduciary duties and duty of care owed by the Directors to the Corporation;
- (f) passing by-laws regulating the Corporation's proceedings, specifying the powers and duties of the officers and employees of the Corporation and generally for the conduct and management of the affairs of the Corporation;
- (g) hiring and establishing an appropriate employment package for a President and CEO and ensuring that the President and CEO is responsible and accountable to the Board for the day-to-day management of the Corporation;
- (h) directing the preparation of all the Corporation's documents required by this MOU, approving such documents for submission to the Minister in a timely manner, and directing corrective action to be taken if needed;
- (i) 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;
- (j) 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;
- (k) establishing meaningful performance measures and targets for the Corporation;
- (l) ensuring a system is in place for assessing the performance of the Corporation's staff;
- (m) conducting regular assessments with respect to the effectiveness of the Board as a whole, the contribution of each Board Committee, and the contribution of each Board Director;
- (n) conducting an annual assessment of the Board to ensure compliance with this MOU and other obligations of the Board;
- (o) approving an annual budget for the Corporation, as developed by the President and CEO;
- (p) ensuring a financial management system is in place for accounting for the use of funds and assets to ensure that they are used prudently, effectively, and properly, and ensuring that the Corporation operates within its approved business plan;
- (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) appointing an auditor to conduct an annual audit of the financial transactions or management, or both, of the Corporation and providing the Minister with a copy of the audit;
- (s) approving the audited financial statements on behalf of the Corporation;

- (t) consulting with stakeholders when appropriate, with the prior approval of the Chair;
- (u) consulting with the Corporation's staff when appropriate, with the prior approval of the President and CEO;
- (v) co-operating with periodic reviews initiated by either TB/MBC or the Minister; and
- (w) communicating with the Minister as required.

8.4. Chair

The Chair is responsible for:

- (a) providing strategic leadership to the Board;
- (b) convening and chairing meetings of the Board;
- (c) 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;
- (d) reviewing the Corporation's plans and reports, as described in sections 12 and 13 of this MOU, and submitting the same to the Minister once approved by the Board;
- (e) ensuring that any significant additions, deletions or amendments to the Corporation's plans and reports referred to in clause (d) are communicated appropriately to the Minister and in time for their approval, where appropriate, by the Minister and TB/MBC before implementation;
- (f) communicating the Board's policy and strategic directions to the President and CEO;
- (g) developing performance objectives for the President and CEO, communicating these performance objectives to the President and CEO, and reviewing the performance of the President and CEO, on behalf of the Board, in relation to the objectives of the Corporation, applicable Ministry of Finance and TB/MBC Directives, and Government and Ministry policies;
- (h) negotiating this MOU and, after Board and TB/MBC approval, signing the MOU with the Minister and any subsequent amendments to this MOU;
- (i) co-operating with any periodic review initiated by either TB/MBC or the Minister;
- (j) ensuring the Directors are informed of their roles, responsibilities and obligations (such as their fiduciary duties to the Corporation) and ensuring that all Directors receive an orientation and any necessary training to carry out their responsibilities;

- (k) ensuring that all Directors and the President and CEO are informed of, and comply with, all relevant conflict-of-interest rules and guidelines;
- (l) 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;
- (m) notifying the Minister of appointment vacancies and making recommendations to the Minister on appointments, reappointments, or removal of Board members;
- (n) 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 in respect of the Corporation;
- (o) ensuring that the Corporation complies with all applicable Ministry of Finance and TB/MBC Directives and Government and Ministry policies;
- (p) attending and/or making presentations before Cabinet or committees of Cabinet or the Legislature on matters concerning the affairs of the Corporation, when requested;
- (q) establishing operational management and leadership goals and targets for the Corporation, in consultation with the Board, and setting out these goals and targets in an annual performance contract with the President and CEO, to ensure that the Corporation achieves its corporate objects, its approved business plan, and Ministry and Government policies and procedures; and
- (r) communicating with the Minister, at minimum, on a quarterly basis.

8.5. President and CEO

The President and CEO 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 to the Corporation’s employees, for human and financial resources management, and Board members, in accordance with accepted business and financial practices and standards, the Act, other applicable legislation, conflict of interest guidelines, and applicable Ministry of Finance and TB/MBC Directives and Government and Ministry policies;

- (e) establishing and applying a financial management and risk assessment framework 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 meeting its responsibilities;
- (g) advising the Chair and the Board on compliance with applicable Ministry of Finance and TB/MBC Directives, legislation, and applicable Government and Ministry policies;
- (h) ensuring the preparation of the annual report, business plan, financial reports, audit responses, and other reports as directed by the Board for its approval;
- (i) meeting the performance objectives set by the Chair who consults appropriately with the Deputy Minister;
- (j) developing and implementing, after Board approval, an effective performance measurement system for employees of the Corporation;
- (k) monitoring and reporting on the Corporation's operational performance to the Chair and the Board;
- (l) ensuring the Ministry is provided with such information regarding the Corporation as the Minister and Deputy Minister may require or request in order to carry out their responsibilities;
- (m) keeping the Deputy Minister and the Chair advised of issues or events, including contentious matters, that concern the Minister, the Deputy Minister and the Chair in the exercise of their respective responsibilities (e.g., litigation, police investigations, legal charges or complaints to the Human Rights Commission or to the Ombudsman of the Province of Ontario);
- (n) establishing a system for the retention of the Corporation's documents and for appropriately making such documents publicly available, as appropriate;
- (o) 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;
- (p) consulting with stakeholders;
- (q) seeking advice from the Deputy Minister on matters relating to Government and Ministry policies and requirements;
- (r) participating in corporate planning initiatives which may affect the mandate of the Corporation; and
- (s) communicating, as needed, with the Deputy Minister.

9. ADMINISTRATIVE ARRANGEMENTS AND STAFFING

The Corporation is responsible for:

- (a) all business operations of the Corporation, including recruiting, hiring and removing employees, including the President and CEO, as well as establishing classification and compensation;
- (b) establishing appropriate systems for the administration of the Corporation, including financial, legal, operations, purchasing and supply, creative services, and other appropriate internal administrative procedures;
- (c) adhering to Ministry protocols as developed from time to time regarding the provision of services by the Ministry, as agreed to in writing by the Deputy Minister, Chair, and the President and CEO and as may be appended to this MOU;
- (d) accepting real or personal property, or any interest in such property, from any person by grant, gift, devise, bequest, or otherwise;
- (e) making such by-laws as provided for in the Act; and
- (f) acknowledging any 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 “Metropolitan Toronto Convention Centre Corporation” in English and “Société du palais des congrès de la communauté urbaine de Toronto” in French in all formal legal documents. For other purposes the facility will be known as the Metro Toronto Convention Centre in English and Palais des congrès de la communauté urbaine de Toronto in French.

The Corporation is prescribed as a “public body” in accordance with Ontario Regulation 374/07 made under the *Public Service of Ontario Act, 2006*.

Employees of the Corporation are appointed by the Corporation and are not appointed under Part III of the *Public Service of Ontario Act, 2006*.

The Corporation is subject to the Employment Standards Act, 2000, with the exception of hours of work, overtime and statutory holiday provisions.

The Corporation is subject to the *Crown Employees Collective Bargaining Act, 1993* and the *Pay Equity Act*.

10. FINANCIAL ARRANGEMENTS

- (a) The Corporation may receive 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 Legislature, as appropriate.
- (b) The Corporation shall provide all information and advice, as requested, to support the Minister throughout the budget planning and allocation process.
- (c) The Corporation shall set the level of funding allocated to programs and services, consistent with its annual business plan as approved by the Minister.
- (d) 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.
- (e) The Corporation is subject to pay GST in accordance with the Reciprocal Tax Agreement between the Government of Ontario and the Government of Canada.
- (f) In accordance with subsection 11(1) of the Act, the income, revenues, and profits earned by the Corporation shall be applied only to the furtherance of the objects of the Corporation.
- (g) In accordance with subsection 11(2) of the Act, any surplus money of the Corporation shall, on the order of the LGIC, be paid to the Treasurer of Ontario and shall form part of the Consolidated Revenue Fund.
- (h) Unless an order has been made by the LGIC under subsection 11(2) of the Act, the Corporation may invest any surplus money not immediately required for the objects of the Corporation in accordance with s. 6(2)(d) of the Act.

11. AUDITING

- (a) As provided in subsection 12(2) of the Act, an auditor appointed by the Board and licensed under the *Public Accounting Act, 2004* shall conduct an annual audit of the financial statements of the Corporation for the approval of the Board. The audited financial statements shall be promptly provided to the Minister and the Minister of Finance.
- (b) Based on an approved annual Audit Plan, the Government's Internal Audit Division will undertake audits 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 management'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. The Board will provide a timely

written response to all audits to the Minister and/or Auditor General, as appropriate, and advise the Ministry on any outstanding audit recommendations annually.

12. PLANNING AND REPORTING

- (a) On an annual basis, the Chair will submit a business plan, 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 such 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 business 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 material 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) As required by TB/MBC Directives, once every three years the Corporation's business plan will be reviewed, revised as appropriate, and then submitted by the Minister to TB/MBC for review and approval as needed.
- (e) The Corporation's business plan shall be in accordance with the requirements set out in the *Agency Establishment and Accountability Directive*.

13. 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) In-year reports including quarterly financial and operating performance of the Corporation, as required;
- (c) An Annual Report upon the affairs of the Corporation, in accordance with applicable TB/MBC Directives and guidelines, to the Minister for tabling in the Legislature within 120 days of the Corporation's fiscal year-end;
- (d) Audited financial statements;

- (e) Copies of agendas, minutes, and related materials of Board meetings;
- (f) Every report from an audit, as well as the Corporation's response to the audit and any recommendations therein; and
- (g) Any other reports as required by the Minister in order to carry out Ministerial responsibilities.

14. 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 any recommendations regarding the Corporation to the Board for review and consideration, as well as to TB/MBC where applicable.

15. CONFLICT OF INTEREST

Members of the Board who are appointed by the Lieutenant Governor in Council are subject to the conflict of interest provisions of the *Government Appointees Directive* (dated November 1994) issued by Management Board. 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 the 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 (as of August 20, 2008) 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.

16. 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 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 the 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.

17. 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.

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18. LIABILITY PROTECTION AND INSURANCE

The Corporation is not covered under the Government's protection program. The Corporation purchases third party liability insurance coverage to protect itself against claims that might arise from anything done or omitted to be done by the Corporation or its directors, officers, employees or agents from anything done or omitted to be done where bodily or personal injury, death or property damage is caused. The Corporation maintains commercial general liability insurance.

In accordance with section 9 of the Act, directors and officers of the Corporation are protected from personal liability for any act done in good faith in the execution or intended execution of their duties and for any alleged neglect or default in the execution in good faith of their duties. The Corporation maintains directors' and officers' errors and omissions insurance.

SCHEDULE 1

Ministry of Finance and Treasury Board/Management Board of Cabinet Directives applicable to the Metropolitan Toronto Convention Centre Corporation *

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

- (a) Advertising Content Directive (September 2006)
- (b) Agency Establishment and Accountability Directive (February 2000)
- (c) Disclosure of Wrongdoing Directive (2007)
- (d) Enhancing Privacy: Computer Matching of Personal Information Directive (May 1994)
- (e) Family Day for Classified Agencies Directive (December 2007)
- (f) Freedom of Information and Protection of Privacy Directive (February 1991)
- (g) Government Appointees Directive (November 1994, amended September 2006)
- (h) Internal Audit Directive (November 2002)
- (i) Procurement Directive (July 2009) as it applies to “Other Included Entities”
- (j) Travel, Meal and Hospitality Expenses Directive (revised July 2009)
- (k) Visual Identity Directive (February 2002)

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

APPENDIX A

List of General Legislation applicable to the Metropolitan Toronto Convention Centre Corporation

Accessibility for Ontarians with Disabilities Act, 2005

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

Ministry of Treasury and Economics Act

Pay Equity Act

Public Sector Salary Disclosure Act, 1996

Public Service of Ontario Act, 2006

-- END OF APPENDIX A --