

MEMORANDUM OF UNDERSTANDING
BETWEEN
SCIENCE NORTH
AND
THE MINISTER OF TOURISM AND CULTURE

1. DEFINITIONS

In this Memorandum of Understanding,

“**Act**” means the *Science North Act*, R.S.O. 1990, c.S.4, as amended from time to time;

“**Board**” means Science North’s Board of Trustees consisting of at least fifteen (15) trustees appointed by the Lieutenant Governor in Council;

“**CEO**” means the Chief Executive Officer of Science North appointed by the Board pursuant to subsection 6(1) of the Act who is responsible for the management and administration of Science North;

“**Chair**” means the designated Chair of the Board;

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

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

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

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

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

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

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

2. PURPOSE

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

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

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

These legal duties and responsibilities shall prevail over any provision of this MOU in the event of any conflict between the provisions of this MOU and the legal duties and responsibilities of the Board.

3. LEGISLATIVE AUTHORITY, MANDATE, and AGENCY CLASSIFICATION

Science North is a corporation without share capital continued under and governed by the Act.

Science North has the following objects under the Act:

- (a) to depict to the public and to conduct a program of education, throughout northern Ontario, in the origins, development and progress of science and technology and their relationship to society;
- (b) to operate and maintain a model mine;
- (c) to collect, develop and exhibit objects and displays and to maintain and operate a museum, science centre, and related facilities for the furtherance of the objects of Science North;
- (d) to stimulate the interest of the public, throughout northern Ontario, in matters depicted by Science North; and
- (e) to develop, produce and market exhibits and to sell exhibits and provide consulting services.

In accordance with subsection 4(1) of the Act, the affairs of Science North are managed and controlled by the Board, whose membership shall consist of at least fifteen (15) trustees that are appointed by the Lieutenant Governor in Council.

Science North is designated as an Operational Enterprise agency in accordance with the TB/MBC Directive entitled *Agency Establishment and Accountability*, and is subject to and shall comply with all existing Ministry of Finance and TB/MBC Directives applicable to an Operational Enterprise agency as set out in **Schedule 1** to this MOU.

Where such Directives are amended, or new directives are created by the Ministry of Finance or TB/MBC, the Deputy Minister shall advise the CEO in writing of the applicability of these directives to Science North, and these directives shall be deemed to form part of Schedule 1. Science North shall comply with all directives in Schedule 1 and any directives deemed to form part of Schedule 1.

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

This MOU shall be in effect as of the date of the Minister's signature and shall expire five years

from the date of the Minister's signature. This MOU will remain in force for no more than six additional months until a signed MOU is provided to the Secretary, MBC.

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

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

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

5. GUIDING PRINCIPLES

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

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

6. CONSULTATION AND COMMUNICATIONS

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

- (a) The Chair will keep the Minister advised of issues or events, including contentious matters that concern or can reasonably be expected to concern the Minister in the exercise of the Minister's responsibilities. The Chair will advise the Minister immediately of those contentious issues.

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

7. ACCOUNTABILITY RELATIONSHIP

The accountability relationship is as follows:

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

The Minister is accountable to Cabinet for the performance of Science North 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 Science North in fulfilling its mandate and for carrying out the roles and responsibilities assigned to the Chair by the Act, Directives, and this MOU.
- (c) **Board** - The Board, through the Chair, is accountable to the Minister for governing the affairs of Science North within its mandate.
- (d) **Deputy Minister** - The Deputy Minister is accountable to the Minister for carrying out the roles and responsibilities assigned to him/her by the Minister, the Act, Directives, and this MOU.
- (e) **CEO** - The CEO is accountable to the Board, through the Chair, for the management and administration of Science North, the supervision of Science North's staff, and for carrying out the roles and responsibilities assigned by the Board, the Act, Directives, and this MOU. The CEO is also accountable to the Board for the accuracy of financial projections and meeting operational and financial targets. The CEO works under the direction of the Chair in implementing policy and operational decisions and must report agency performance results to the Chair.

8. ROLES AND RESPONSIBILITIES

8.1. **Minister**

The Minister is responsible for:

- (a) ensuring the activities of Science North are monitored to ensure that its mandate is being fulfilled and that it is in compliance with relevant Government policies;
- (b) reporting and responding to the Legislative Assembly on the affairs of Science North and reporting and responding to Cabinet on Science North's performance and compliance with applicable Ministry of Finance and TB/MBC Directives and the Government's operational policies and broad policy directions;
- (c) establishing and communicating to Science North, in writing, changes in the Government policy parameters within which Science North is required to operate;
- (d) reviewing, approving, presenting and recommending the annual allocation for Science North as part of the Government's business planning process;
- (e) reviewing and approving Science North's multi-year and annual plans, including the business plan and reports in accordance with section 12 of this MOU;
- (f) recommending to TB/MBC, at least once every three (3) years, the approval of Science North's multi-year business plan;
- (g) reviewing and recommending to TB/MBC the provincial funding to be given to Science North;
- (h) tabling Science North's annual report in the Legislative Assembly within 60 days of receiving the annual report from Science North;
- (i) reviewing and approving Science North's by-laws in accordance with subsection 5(3) of the Act;
- (j) the administration of the Act;
- (k) recommending appointments and reappointments pursuant to the process for agency appointments by the Lieutenant Governor in Council established by legislation or TB/MBC, after consultation with the Chair as appropriate, to ensure that the requirements of the Act are met;
- (l) meeting with the Chair annually or more often as needed;
- (m) consulting with the Chair as appropriate on significant new directions or when the Government is considering regulatory or legislative changes that could impact Science North;
- (n) when appropriate or necessary, taking action or directing/recommending that corrective action be taken in respect of Science North's mandate or operations;
- (o) determining the need for any review and making recommendations to TB/MBC regarding the elimination or consolidation of Science North or any changes to Science North's mandate; and

(p) developing this MOU with the Chair and signing it into effect upon approval by TB/MBC.

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 Science North;
- (b) providing a framework for assessing whether Science North is fulfilling its mandate in accordance with Government policies, and undertaking assessments of whether Science North is fulfilling its legislative mandate in accordance with Government policies and identifying any need for corrective action and/or recommending to the Minister ways to resolve any issues that are identified;
- (c) advising the Minister on the operation of Science North, or its consolidation or elimination;
- (d) ensuring that Science North has an appropriate risk management framework and mitigating strategy in place for managing risks that Science North may encounter in meeting its program or service delivery objectives;
- (e) consulting with the Chair or the CEO as directed by the Minister regarding matters of mutual importance, including matters regarding TB/MBC Directives and Ministry policies;
- (f) establishing a framework for reviewing and assessing the Board's business plans and other reports, and advising the Minister on the Board's documents submitted to the Minister for review and/or approval;
- (g) ensuring that the planning and reporting requirements as set out in section 12 of this MOU have been met;
- (h) informing the Board in writing of the Directives and policies of the Ministry and the Government that apply to Science North;
- (i) maintaining an open and cooperative working relationship with Science North through meetings with the CEO as required or directed;
- (j) cooperating with any periodic review of Science North directed by the Minister or TB/MBC;
- (k) advising the Minister on the requirements of Ministry of Finance and TB/MBC Directives that may affect Science North;
- (l) meeting with the Chair or the CEO annually or more often as directed by the Minister;
- (m) negotiating this MOU with Science North as directed by the Minister; and
- (n) undertaking such other responsibilities as the Minister or TB/MBC may require.

8.3. **Board**

The Board is responsible for:

- (a) governing the affairs of Science North within its mandate as set out in the Act, Science North's by-laws, its approved business plan as described in section 12 of this MOU, and the policy parameters established and communicated in writing by the Minister;
- (b) establishing policy and strategic directions for Science North, consistent with its objects in the Act and within any policy parameters established and communicated by the Minister;
- (c) through the Chair, providing the Minister with information, materials or advice on policy matters relevant to Science North's objects when needed or requested;
- (d) passing by-laws, subject to the approval of the Minister, governing the conduct and management of Science North's affairs;
- (e) appointing a CEO and ensuring that the CEO is accountable to the Board, through the Chair, for the management and administration of Science North;
- (f) developing performance objectives for the CEO and reviewing the performance of the CEO in relation to those objectives;
- (g) directing the preparation of Science North's annual business plan, annual report and other reports in keeping with TB/MBC requirements;
- (h) approving Science North's plans, reports and reviews for submission to the Minister in a timely manner;
- (i) approving the MOU on behalf of Science North in a timely manner and authorizing the Chair to sign it on behalf of Science North;
- (j) ensuring the development and implementation of an effective performance measurement and management system for assessing Science North's performance;
- (k) establishing performance measures and targets for Science North and directing that the CEO establish a performance review system for staff;
- (l) monitoring the use of funds and assets to ensure that they are used with integrity and honesty and that Science North operates within its approved budget;
- (m) ensuring that Science North is managed in an efficient and effective manner according to accepted business and financial practices and in accordance with Government requirements for Operational Enterprise agencies;
- (n) arranging for an annual audit of the financial transactions or management, or both, of Science North to be conducted by one or more auditors licensed under the *Public Accounting Act, 2004* and providing the Minister with a copy of the audit;
- (o) directing corrective action to be taken in response to audits if needed;
- (p) directing the development of an appropriate risk management framework and mitigating strategy for Science North for managing risks that Science North may encounter in meeting

- its program or service delivery objectives;
- (q) consulting with stakeholders, as appropriate;
- (r) co-operating with periodic reviews initiated by either TB/MBC or the Minister; and
- (s) ensuring compliance with Directives and Ministry policies and procedures.

8.4. **Chair**

The Chair is responsible for:

- (a) providing oversight for Science North and strategic leadership to the Board;
- (b) convening and chairing meetings of the Board;
- (c) communicating the Board's policy and strategic directions to the CEO;
- (d) leading the Board discussion on the development of performance objectives for the CEO for the approval of the Board; communicating the performance objectives to the CEO; and reviewing the performance of the CEO on behalf of the Board in relation to those performance objectives;
- (e) developing and signing the MOU with the Minister, after Board and TB/MBC approval;
- (f) ensuring that the Minister is provided with such information regarding Science North as the Minister may require in order to carry out the Minister's responsibilities, including issues or events that may concern the Minister;
- (g) monitoring Science North's performance and accounting to the Minister for the overall operating and financial performance of Science North, and ensuring that an evaluation of operating and financial performance is submitted to the Minister on an annual basis or as otherwise required;
- (h) ensuring that Science North operates within its approved budget allocation in fulfilling its mandate;
- (i) reviewing the Board's business plans, budget and reports as described in section 12 of this MOU and submitting the same to the Minister once approved by the Board;
- (j) ensuring that the business plans, budget and reports as described in section 12 of this MOU are submitted and approved in accordance with the timelines prescribed by this MOU or as otherwise requested by the Minister;
- (k) ensuring that any significant additions, deletions or amendments to Science North's plans and reports referred to in clause (j) are communicated appropriately to the Minister;
- (l) implementing systems for agency performance measurement and reporting to be used for assessing Science North's performance;
- (m) co-operating with any periodic review initiated by either TB/MBC or the Minister;

- (n) ensuring that Science North complies with all applicable Ministry of Finance and TB/MBC Directives, guidelines and policies;
- (o) ensuring that all Science North Board trustees and employees are informed of and comply with all Science North conflict-of-interest policies, Science North by-laws, and applicable Ministry of Finance and TB/MBC Directives;
- (p) carrying out the specified responsibilities under the *Public Service of Ontario Act, 2006* and its regulations as the “ethics executive” for Board trustees in the areas of conflict of interest, political activity rights and disclosures of wrongdoing;
- (q) recording any declared or apparent conflicts of interest by Board trustees in the minutes of Board meetings;
- (r) notifying the Minister of appointment vacancies and making recommendations to the Minister on appointments or reappointments to the Board;
- (s) consulting with the Minister in advance and receiving the Minister’s approval if Science North plans to embark on any enterprise or activity which impacts on the Government’s policies;
- (t) ensuring that Board trustees are informed of their roles, responsibilities and obligations and ensuring that all the Board trustees receive any necessary training to carry out their responsibilities;
- (u) reviewing and approving claims for per diems and expenses of Board trustees;
- (v) ensuring that appropriate management systems are in place (financial, information technology, human resources) for the effective administration of Science North;
- (w) within 30 days of receipt, providing both the Minister and the Minister of Finance with a copy of every audit report, a copy of Science North’s response to each audit report, and any recommendations in the report;
- (x) advising the Minister annually on any outstanding audit recommendations;
- (y) meeting with the Minister annually or more often as needed; and
- (z) attending and/or making presentations before Cabinet or committees of Cabinet or the Legislative Assembly on matters concerning the affairs of Science North when requested to do so.

8.5. **CEO**

The CEO is responsible for:

- (a) managing the day-to-day functions and financial affairs of Science North and the fulfilment of its mandate in accordance with all applicable Ministry of Finance and TB/MBC Directives and accepted business and financial practices;
- (b) applying policies established by the Board so that public funds are used with integrity and honesty;

- (c) establishing systems to ensure Science North operates within its approved business plan;
- (d) translating the policy and strategic direction of the Board into operational plans and activities in accordance with the approved business plan;
- (e) providing leadership, guidance and management to Science North employees, including human and financial resources management, in accordance with the approved business plan, accepted business and financial practices and standards, the Act, and Directives;
- (f) ensuring that Science North has an appropriate risk management framework and mitigating strategy in place, as directed by the Chair or the Board, to help provide the proper level of assurance that program or service delivery objectives are met;
- (g) keeping the Board, through the Chair, informed of the implementation of their policy directions and the operations of Science North;
- (h) providing the Chair and the Board with advice and assistance in meeting their responsibilities;
- (i) advising the Chair and the Board on compliance with Directives and Ministry policies and procedures;
- (j) ensuring Science North complies with the requirements of applicable Directives and Ministry policies and procedures;
- (k) preparing the annual report, business plan, and financial reports as directed by the Board for its approval;
- (l) developing and implementing an effective performance measurement system for Science North;
- (m) preparing and implementing a performance review system for Science North's employees;
- (n) meeting the performance objectives approved by the Board;
- (o) ensuring effective communication with the Deputy Minister and employees of the Ministry, including consulting with the Deputy Minister and Ministry employees as needed on matters of mutual importance and seeking advice and support from the Ministry as appropriate;
- (p) monitoring of Science North's operational performance and reporting on this to the Board through the Chair;
- (q) undertaking reviews, evaluations and reports of Science North's activities at the request of the Chair or the Board and advising the Chair and the Board of the results;
- (r) ensuring the Ministry is provided with such information regarding Science North as the Minister may require or request in order to carry out his or her responsibilities;
- (s) 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. 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 Commission or to the Ombudsman);

- (t) supporting the Chair in orienting the trustees of the Board with respect to their roles and responsibilities;
- (u) ensuring that Science North’s employees are informed of and comply with all conflict of interest guidelines or policies of Science North and the conflict of interest provisions of the *Public Service of Ontario Act, 2006* and its regulations;
- (v) carrying out the specified responsibilities under the *Public Service of Ontario Act, 2006* and its regulations as the “ethics executive” for employees of Science North in the areas of conflict of interest, political activity rights and disclosures of wrongdoing;
- (w) establishing a system for the retention of Science North’s documents and for appropriately making such documents publicly available;
- (x) cooperating with any periodic review directed by the Minister or by TB/MBC; and
- (y) meeting with the Deputy Minister annually or more often as needed.

9. CROWN AGENT STATUS, ADMINISTRATION AND STAFFING

- (a) Science North is a Crown agent as provided for in subsection 5(2) of the Act.
- (b) Subject to the financial, human resources, and administrative Directives, guidelines and policies established by Ministry of Finance or TB/MBC that impact on Operational Enterprise agencies, the Board has full financial and administrative authority over the operations of Science North, and may delegate such authority to the CEO or other officers and employees of Science North as it sees fit.
- (c) Science North is responsible for providing all of the business operations of Science North, including recruiting, hiring and terminating employees. Science North will provide its own administrative, financial, legal, internal audit and information technology services.
- (d) Employees of Science North are appointed by Science North and are not public servants for the purposes of Part III of the *Public Service of Ontario Act, 2006*. Employees are public servants for the purposes of Parts I, IV, V and VI of the *Public Service of Ontario Act, 2006*.
- (e) Employees of Science North are designated as “Crown employees” for the purposes of the *Crown Employees Collective Bargaining Act, 1993*.
- (f) Science North is prescribed as a “public body” in accordance with Ontario Regulation 374/07 made under the *Public Service of Ontario Act, 2006*.
- (g) Employees of Science North are not members of the Public Service Pension Plan.
- (h) Science North is subject to the requirements of the *French Language Services Act*.

10. FINANCIAL

- (a) Science North receives funding through transfer payments from the Ministry, derived from the Consolidated Revenue Fund based on the Government's budget planning process, and subject to adjustments made by the Minister, TB/MBC or the Legislative Assembly. In each fiscal year, the transfer payments are subject to the approval of TB/MBC and to an appropriation authorized by the Legislative Assembly.
- (b) As provided in subsection 7(2) of the Act, Science North may acquire property by gift, devise, bequest or otherwise, and may expend, administer or dispose of any such property in the promotion of its objects, subject to the terms, if any, upon which the property was acquired.
- (c) In accordance with subsection 7(3) of the Act, any surplus money shall, on the order of the Lieutenant Governor in Council, be paid into and form part of the Consolidated Revenue Fund.
- (d) In accordance with subsection 8(1) of the Act, Science North is exempt from taxes imposed under any Act of the Legislative Assembly except the *Retail Sales Tax Act*.
- (e) In accordance with section 9 of the Act, the Board shall establish and maintain a general fund for Science North which shall consist of all money received by Science North from any source, except money referred to in subsection 10(1) of the Act. The Board may expend money from the general fund for the purposes set out in clauses 3(a), (b), (c) and (d) of the Act. Money in the general fund that is not immediately required for the Science North's purposes, and the proceeds of all property that comes to Science North, subject to any trust affecting them, may be invested by the Board, and section 27 to 31 of the *Trustees Act* apply, with necessary modifications, to those investments.
- (f) In accordance with section 10 of the Act, the Board shall establish and maintain a special fund for Science North which shall consist of all money received from the sale of exhibits, the provision of consulting services, and the income from any investment made under subsection 10(3) of the Act. The Board may expend money from the special fund only for the purposes set out in clause 3(e) of the Act. Money in the special fund that is not immediately required for the purposes set out in clause 3(e) of the Act may be invested by the Board, and sections 27 to 31 of the *Trustee Act* apply, with necessary modifications, to those investments.
- (g) As provided for in section 11 of the Act, subject to the approval of the Lieutenant Governor in Council, the Board may borrow money for the purposes of Science North upon the credit of Science North and may give such security against any property of Science North by way of mortgage, debenture or otherwise as the Board determines.
- (h) Science North shall provide all information and advice as requested to support the Minister throughout the Government's business planning process.
- (i) Science North may set the level of funding allocated to programs and services, consistent with its annual business plan as approved by the Minister.
- (j) Financial and accounting procedures of Science North shall follow generally accepted accounting principles, as set out by the Canadian Institute of Chartered Accountants and its Handbook, and in accordance with generally accepted bookkeeping practices.

- (k) Without limiting sections 9, 10 and 11 of the Act, Science North shall manage its financial activities, including borrowing, leasing, investing, banking and management of cash, financial assets, financial risks and financial liability, under the policy direction of the Ontario Financing Authority.
- (l) In accordance with Ontario's *Financial Administration Act*, if Science North proposes to enter into any financial arrangements that could increase the Government's direct, indirect or contingent liabilities or affect the Government's financial, cash or debt management policies, Science North shall obtain the prior written approval, via the Minister, of the Minister of Finance.
- (m) Science North shall acknowledge the financial support of the Government in all of its financial, educational, and promotional materials in accordance with TB/MBC Directives, including the *Visual Identity Directive*, and Science North shall refer to itself by its full name, "Science North", in all formal documents.
- (n) Science North is required to pay the Harmonized Sales Tax.

11. AUDITING

- (a) As provided in section 13 of the Act, the financial transactions and accounts of Science North shall be audited annually by an auditor or auditors appointed by the Board, and a report of the audit shall be made to Science North and the Minister.
- (b) The Minister may direct that the Ministry's or other auditors conduct an internal audit of the financial transactions or management, or both, of Science North.
- (c) The Chair may request an internal audit of the financial transactions or management, or both, of Science North, and Science North shall be responsible for the cost of the audit.
- (d) Science North agrees to provide promptly to the Minister its responses to any comments and recommendations made by the auditor, in advance of its formal reply to the auditor. Science North shall advise the Minister, at the Minister's request, on the status of any outstanding audit recommendations.
- (e) The Ontario Internal Audit Division may also carry out an internal audit, if approved to do so by the Ministry's Audit Committee or by the Corporate Audit Committee. In addition, the Auditor General of Ontario may, at any time, audit any aspect of the operations of Science North in accordance with the *Auditor General Act*.

12. PLANNING AND REPORTING

- (a) **Annual Report** – On behalf of the Board, the Chair will submit an annual report on the affairs of Science North (including the audited financial statements for the fiscal year) to the Minister for tabling in the Legislative Assembly within 120 days of Science North's fiscal year end. The annual report shall be in accordance with the requirements as set out in the *Agency Establishment and Accountability Directive*.
- (b) **Business Plan** – The Board, through the Chair, will ensure that an annual business plan is prepared, approved by the Board, and submitted to the Minister for review and approval as directed by the Ministry in accordance with the timelines of the Ministry's planning cycle. The business plan will cover the next three (3) fiscal years and shall be in accordance the

requirements as set out in the *Agency Establishment and Accountability Directive*.

The Board, through the Chair, shall ensure that Science North implements a system of performance measurement including annual baseline reporting. The performance measurement system shall include commitments to attaining specific performance indicators and targets. The performance measurement system and reporting shall be included in the annual business plan.

The Board 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 Ministry review and comment. The Minister shall review, and approve if satisfactory, Science North's business plan and shall advise the Board as to whether or not he or she approves the overall directions envisaged by Science North and if not, where and in what ways the overall directions of the business plan are at variance with the Government's or the Ministry's policies and priorities.

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

Once every three (3) years by the end of the Government's fiscal year, the Ministry will submit Science North's three-year business plan to TB/MBC.

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

(c) **Other Reports & Documents** - The Board shall submit the following reports and documents to the Ministry for review in a timely manner:

- (i) copies of all agendas and minutes of Board meetings within 30 days following Board approval of its minutes;
- (ii) monthly attendance data of visitors to Science North;
- (iii) any promotion or information materials of Science North (for information only);
- (iv) quarterly financial reports prepared on an accrual basis (as defined by the Public Sector Accounting Board), due within 60 days after the end of each quarter, and that shall include: (1) a balance sheet; (2) segmented/departmental information describing actual vs. budgeted information regarding revenues and expenses; and (3) a statement of changes in cash position. The quarterly financial reports shall also contain:
 - year-to-date expenditures of Science North for its operating budget;
 - an explanation to the satisfaction of the Minister regarding any significant variances from Science North's approved operating budget;
 - a capital funding report; and
 - the fiscal year-end financial forecast of Science North's revenues and expenditures.

- (d) The Board will submit its plans and reports in a timely fashion to enable the Minister to meet his or her annual estimates requirements, and the Minister will provide advance notice of deadlines as far in advance as is possible.

13. PERIODIC REVIEW

Science North is subject to periodic review initiated at the discretion and direction of the Minister or TB/MBC. Science North 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 shall be involved.

In the event of a periodic review initiated at the direction of the Minister, the Minister shall submit any recommendations regarding Science North to TB/MBC.

14. CONFLICT OF INTEREST

The trustees of the Board are subject to the conflict of interest provisions of the *Government Appointees Directive* (November 1994) and the conflict of interest provisions of the *Public Service of Ontario Act, 2006* and its regulations that are applicable to Government appointees. The trustees are also subject to Section 2.5 of the Science North Procedure By-Law.

Trustees shall not use any information gained as a result of his/her appointment to the Board for personal gain or benefit. A trustee who has reasonable grounds to believe that he/she has a conflict of interest in a matter before the Board, or a committee of the Board, shall disclose the nature of the conflict to the Chair at the first opportunity and shall refrain from further participation in the consideration of the matter. The Chair shall cause to be recorded any declared conflict of interest in the minutes of the meeting of the Board.

Employees of Science North are subject to the conflict of interest provisions of the *Public Service of Ontario Act, 2006* and its regulations, unless Science North has submitted its own conflict of interest rules to the Conflict of Interest Commissioner and has received approval of those rules by the Commissioner. Science North employees are also subject to Science North's Policy on Conflict of Interest and Nepotism.

15. APPOINTMENTS

Trustees are appointed by the Lieutenant Governor in Council for a term of three (3) years pursuant to section 4 of the Act. The Chair and Vice-Chair are designated by the Lieutenant Governor in Council.

16. CREATION, COLLECTION, MAINTENANCE AND DISPOSAL OF RECORDS

Science North shall ensure that there is an information management system for the retention of Science North's records. The Board, through the Chair, is also responsible for ensuring that Science North complies with the TB/MBC *Management of Recorded Information Directive*.

Until such time as Science North is designated as an institution in the regulations to the *Freedom*

of Information and Protection of Privacy Act (“FIPPA”), Science North shall handle all of its records in a manner that is consistent with FIPPA.

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

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

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

17. CUSTOMER SERVICE

Science North 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. Science North’s business plan shall include performance measure(s) and targets for customer service and for Science North’s response to complaints.

18. LIABILITY PROTECTION AND INSURANCE

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

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

SCHEDULE 1

Ministry of Finance and Treasury Board/Management Board of Cabinet Directives applicable to Science North*

(*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) Accountability Directive (Sept. 1997)
- (b) Advertising Content Directive (Sept. 2001)
- (c) Agency Establishment and Accountability Directive (January 2010)
- (d) Government Appointees Directive (November 1994)
- (e) Procurement Directive (July 2009) as it applies to “Other Included Entities”
- (f) Travel, Meal and Hospitality Expenses Directive (revised July 2009)
- (g) Visual Identity Directive (revised Sept. 2006) with exemption from the Agency/Program Logo requirement
- (h) Internal Audit Directive (November 2002)
- (i) Cash Management Directive
- (j) Disclosure of Wrongdoing Directive – Public Bodies (2007)
- (k) Family Day for Classified Agencies Directive (December 2007)
- (l) Management of Recorded Information Directive (June 1992)
- (m) Emergency Evacuation Planning Directive (January 1991)
- (n) Managing, Distributing and Pricing Government Information (Intellectual Property) Directive (August 1998)

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

SCHEDULE 2:

COMMUNICATIONS PROTOCOL FOR AGENCIES

MINISTRY OF TOURISM AND CULTURE

1. PURPOSE

The purpose of this communications protocol is to set out a framework for the Ministry and Agency to collaborate on public communications opportunities.

Clear and direct lines of communication between the Ministry and its agencies are essential. This communications protocol will support both the Agency's implementation of its legislated mandate and the promotion of the work it does. It also supports the Minister's accountability to the Legislature and to Cabinet for the same.

2. DEFINITIONS

a. “Public communications” means any material that is communicated to the public, either directly or through the media in:

- Oral form, such as a speech or public presentation
- Printed form, such as a news release or hardcopy report
- Electronic form, such as a posting to a website.

b. A “contentious issue” is a matter that is, or may reasonably be expected to be, of concern to the legislative assembly or the public, and is likely to result in inquiries directed to the minister or government. Contentious issues may be raised by:

- Members of the Legislative Assembly
- The public
- Media
- Stakeholders
- Service delivery partners.

3. PRINCIPLES

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

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

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

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

d. The Agency will comply with the government's Visual Identity Directive and identify itself in all media responses, news releases and on its Web site as an Agency of the Government of Ontario.

e. Agency communications that are related to the day-to-day business of the Agency and do not have direct implications for either the Ministry or the government include, but are not limited to, items such as:

- brochures and promotional items
- information kits
- reports (other than those required to be submitted to the Ministry)
- routine web site updates
- communications between the Agency and its stakeholders
- responses on day-to-day operational matters
- program communications (e.g., information regarding application guidelines and deadlines)

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

f. Agency communications that are related to the following activities may have direct implications for either the Ministry or the government:

- grant announcements
- program announcements (i.e. program launch, promotion of success stories)
- milestone events (i.e. opening of new program/exhibit, anniversary awards)
- contentious issues

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

4. PROCESS

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

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

- Designating a communications 'lead' for both the Ministry and Agency

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

- END OF SCHEDULE 2 -

SCHEDULE 3

List of General Legislation applicable to Science North

Accessibility for Ontarians with Disabilities Act, 2005

Crown Employees Collective Bargaining Act, 1993

Emergency Management and Civil Protection Act

Financial Administration Act

French Language Services Act

Human Rights Code

Management Board of Cabinet Act

Pay Equity Act

Public Sector Salary Disclosure Act, 1996

Public Service of Ontario Act, 2006

-- END OF SCHEDULE 3 --