

Memorandum of Understanding

between

The Attorney General for the Province of Ontario

and

Chair, The Human Rights Legal Support Centre

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1. Purpose

- a. The purpose of this Memorandum of Understanding (MOU) is to:
 - i. Establish the accountability relationships between the Minister and the Centre,
 - ii. Clarify the roles and responsibilities of the Minister, the Deputy Minister, the Assistant Deputy Attorney General (Policy), the Chair, the Board and the Executive Director;
 - iii. Set out the expectations for the operational, administrative, financial, auditing and reporting relationships/arrangements between MAG and the Centre.

- b. The MOU should be read together with the *Code*. This MOU does not affect, modify, limit or interfere with the responsibilities of any of its parties as established under law. In the event of a conflict between the provisions of this MOU and the law, the law shall prevail.

2. Definitions

In this Memorandum of Understanding:

“AEAD” means Management Board of Cabinet’s Agency Establishment and Accountability Directive;

“Assistant Deputy Attorney General (Policy)” means Assistant Deputy Attorney General (Policy) for the Province of Ontario

“Board” means board of directors of the Human Rights Legal Support Centre;

“By-law” means By-law No. 2 of the Human Rights Legal Support Centre

“Centre” means Human Rights Legal Support Centre;

“Chair” means chair of the board of directors of the Human Rights Legal Support Centre;

“Code” means the *Human Rights Code*, R.S.O. 1990, c. H.19, as amended from time to time and any regulations made there under;

“Commission” means Ontario Human Rights Commission;

“Deputy Minister” means Deputy Attorney General for the Province of Ontario;

“Executive Director” means the Executive Director of the Human Rights Legal Support Centre

“directive” means a TB/MBC or Ministry of Finance directive;

“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 Government of Ontario;

“MAG” means Ministry of the Attorney General;

“MBC” means Management Board of Cabinet;

“Minister” means Attorney General for the Province of Ontario;

“MOU” means this Memorandum of Understanding; “OIC” means Order in Council;

“PSOA” means the *Public Service Of Ontario Act, 2006*, S.O. 2006, c. 35, Sched. A;

“TB” means Treasury Board;

“Tribunal” means the Human Rights Tribunal of Ontario;

3. Centre’s Legal Authority and Mandate

- a. The Centre is established and governed by the Code, and the legal authority of the Board is set out in the *Human Rights Code*, RSO, 1990, cH.19, as amended.
- b. The Centre is a corporation without share capital and has the capacity, rights, powers and privileges of a natural person for carrying out its objects. Except for subsection 134(1) and section 136 of the *Business Corporations Act* with necessary modifications, and except as prescribed by regulation under the Code, the *Business Corporations Act* does not apply to the Centre.
- c. The mandate of the Centre is to facilitate access to the human rights system in Ontario by fulfilling the following objects specified in Section 45.12 of the Code:
 - i. To establish and administer a cost-effective and efficient system for providing support services, including legal services, respecting applications to the Human Rights Tribunal of Ontario under Part IV of the Code;
 - ii. To establish policies and priorities for the provision of support services based on its financial resources.
- d. Pursuant to section 45.13 of the Code, the Centre is required to ensure that support services are available throughout the province, using such methods of delivery as the Centre believes are appropriate. Support services are set out as follows:
 - i. Advice and assistance, legal and otherwise, respecting the infringement of rights under Part I.

- ii Legal services in relation to,
 - 1. The making of applications to the Tribunal under Part IV,
 - 2. Proceedings before the Tribunal under Part IV,
 - 3. Applications for judicial review arising from Tribunal proceedings,
 - 4. Stated case proceedings,
 - 5. The enforcement of Tribunal orders.
- iii Such other services as may be prescribed by regulation.

4. Crown Agent Status

The Centre is not a crown agent for the purposes of the *Crown Agency Act*.

5. Agency Classification

The Centre is designated as an operational service agency, with a governing board, under the AEAD.

Under the *PSOA*, the agency will be designated as a public body.

6. Foundational Principles

- a. The parties acknowledge that the following principles contained in the Preamble to the Code are at the foundation of the Ontario human rights system which is comprised of the Commission, the Tribunal and the Centre:
 - i. *Whereas recognition of the inherent dignity and the equal and inalienable rights of all members of the human family is the foundation of freedom, justice and peace in the world and is in accord with the Universal declaration of Human Rights as proclaimed by the United Nations;*
 - ii. *And Whereas it is public policy in Ontario to recognize the dignity and worth of each person and to provide for equal rights and opportunities without discrimination that is contrary to law, and having as its aim the creation of a climate of understanding and mutual respect for the dignity and worth of each person so that each person feels a part of the community and able to contribute fully to the development and well-being of the community and the Province.*
- b. The parties further acknowledge that the Centre is an integral component of the system for protection of human rights in Ontario. The parties further acknowledge that a strong and independent Centre contributes substantially to the realization of the principles set out in the *Code* and to the protection of human rights in Ontario.
- c. The following core values have been adopted by the Centre.

Accessibility

The Centre is committed to providing a service that is free of barriers, including physical and functional barriers, barriers created by geography, language and by process. The Centre will be responsive to the geographic, cultural, linguistic and accessibility needs of its diverse client groups.

Timeliness

The Centre is committed to providing its services in a timely manner that will meet the needs of those who seek assistance and legal support.

Quality of Services

The Centre is committed to delivering high quality legal services through well-trained and committed staff. The Centre will employ a variety of flexible and innovative service delivery models that are capable of meeting the needs of diverse and disadvantaged stakeholder communities across the province.

Consultation

The Centre is committed to consultation with the communities that it serves across Ontario.

Transparency

The Centre will establish an open, transparent process for the development of its policies and service priorities.

- d. The parties agree to the following principles:
- i. The principles set out in the preamble to the *Code* and described in paragraph 6a, herein are at the foundation of Ontario's human rights system.
 - ii. The Centre is a statutory entity, independent of but accountable to, the government, that exercises powers and performs duties in accordance with its statutory mandate under the *Code*. The Centre operates at arm's length from the government, and the Centre exercises, and must be seen to exercise its decision-making authority under the *Code* independently of government, including with respect to the provision of services and the conduct of litigation in individual cases, as well as its authority to develop policies pursuant to sections 45.12 and 45.13 of the *Code*.
 - iii. In carrying out its statutory mandate, the Centre may take positions that challenge, or that are publicly critical of government action, legislation, policies and/or practices.
 - iv. The Minister acknowledges that, as an independent body that has expertise in human rights, the Centre plays a meaningful role in the development of the policies and programs of the government relating to the human rights system and the delivery of those human rights policies and programs.

- v. Accountability is a fundamental principle to be observed in the management, administration and operation of the Centre. The Chair and the Board each acknowledge their accountabilities to the government and the Minister as set out in this MOU.
- vi. The Centre shall conduct itself according to the management principles of the Government of Ontario. These principles include ethical behaviour, diligence, accountability, excellence in management, prudent, efficient and lawful use of public resources, fairness, high quality service to the public, and openness and transparency to the extent allowed under law.
- vii. The Centre shall conduct its business and affairs in accordance with all relevant professional obligations, relevant government policies and generally accepted accounting principles.
- viii. The Centre and the Ministry agree to avoid duplication of services wherever possible.

7. Accountability Relationships

a. Minister:

- i. The Minister is accountable to the Legislative Assembly for the Centre's fulfillment of its mandate and its compliance with government administrative policies, and for reporting and responding to the Legislative Assembly on the affairs of the Centre;
- ii. The Minister is accountable to the Cabinet for the performance of the Centre and its compliance with government's operational policies and broad policy directions;
- iii. The Minister is responsible for representing the Centre in the Cabinet and its Committees, the Legislative Assembly and before Committees of the Legislature; and
- iv. Subject to Cabinet confidentiality, the Minister is responsible for ensuring the Centre is advised about government and MAG initiatives or priorities which may affect the Centre's mandate, operations, service delivery or the demand for services.

b. Chair

- i. The Chair is directly accountable to and reports to the Minister for the performance of the Centre in fulfilling its mandate and for carrying out the roles and responsibilities assigned to the Chair by the *Code*, the AEAD, applicable TB/MBC and Ministry of Finance directives, and this MOU and the approved annual Business Plan.

c. Board of Directors

- i. The Board is accountable to the Minister for the performance of the Centre including setting the goals, objectives and strategic direction for the Centre within its statutory mandate as an independent entity, and for carrying out the roles and responsibilities assigned to it by the Minister, under the *Code*, applicable TB/MBC and Ministry of Finance directives, as set out in Schedule 2, and this MOU.

d. Deputy Minister

- i. The Deputy Minister is accountable to the Minister for the performance of MAG in providing administrative support to the Centre in fulfillment of its mandate and for carrying out the roles and responsibilities assigned by the Minister, the *Code*, applicable TB/MBC and Ministry of Finance directives, as set out in Schedule 2, and this MOU.

e. Executive Director

- i. The Executive Director is accountable to the Board for the management of the Centre's operations and staff.
- ii. The Executive Director works under the direction of the Board to implement policy and operational decisions. The Executive Director reports the Centre's performance results to the Board at a minimum every quarter.
- iii. The Centre's staff report to and are accountable to the Executive Director for their performance.

8. Conflict of Interest

- a) Members of the Board and employees of the Centre are subject to the conflict of interest provisions of the *PSOA* and its regulations (Ontario Regulation 381/07).
- b) The Chair is responsible for ensuring that appointees and staff of the Centre are informed of the conflict of interest rules, including the rules on political activities that govern the Centre.
- c) The Board shall develop and implement policies on conflict of interest in accordance with the applicable provisions of the *PSOA* and its regulations.

9. Roles and Responsibilities

a. The Minister

The Minister is responsible for:

- i. Reporting and responding to the Legislative Assembly on the affairs of the Centre;
- ii. Reporting and responding to the Cabinet on the Centre's performance and compliance with the government's operational policies and broad policy directions;
- iii. Determining the need for any review and recommending to TB/MBC on the elimination or consolidation of the Centre, or any change to the Centre's mandate;
- iv. Attesting, reporting, and responding to TB/MBC on the Centre's performance and compliance with government's applicable directives and operational issues;
- v. Recommending to TB/MBC the powers to be given to the Centre when a change in the mandate of the Centre is being proposed;
- vi. Establishing and communicating, in writing to the Chair, changes in the government policy directives within which the Centre is required to operate;
- vii. Recommending the Centre's MOU to MBC for approval before it is signed by the parties;
- viii. Directing that the Centre undertake a risk-based review or be audited;
- ix. Recommending to TB/MBC any provincial funding to be given to the Centre;
- x. Directing that a periodic review of the Centre be conducted as necessary and making subsequent recommendations, including the possible elimination or consolidation of the Centre to MBC;
- xi. Receiving the annual report from the Centre and tabling it in the Legislative Assembly within 60 days of receiving the final draft.
- xii. When appropriate or necessary, taking action or directing that corrective action be taken in respect of the Centre's mandate or operations;
- xiii. Informing the Chair of the government's priorities and broad policy directions as they apply to the Centre;
- xiv. Consulting, as appropriate, with the Chair and others on significant new directions and/or when the government is considering regulatory or legislative changes for the Centre;
- xv. Consulting with and considering the advice of the Chair on candidates for appointment or reappointment to the Board;
- xvi. Developing the MOU for the Centre with the Chair and signing the MOU into effect;
- xvii. Evaluating the Chair's performance;
- xviii. Reviewing and approving the Centre's annual business plan and report on the performance and affairs of the Centre in accordance with the *Code* and this MOU;
- xix. Submitting the Centre's three-year business plan to MBC and recommending it for approval once every three years;
- xx. Meeting with the Chair at least quarterly, or as requested by either party, to discuss issues relating to the delivery of the Centre's mandate.

b. The Chair

The Chair is responsible for:

- i. Being directly accountable to and keeping the Minister informed of issues or events that may concern the Minister in the exercise of the Minister's responsibilities;
- ii. Seeking strategic policy direction from the Minister, where appropriate;

- iii. Overseeing the affairs of the Board and ensuring the well-functioning of the Board, including any specific responsibilities as set out in the MOU, and in the by-laws and policies of the Centre;
- iv. Speaking for the Centre as its chief spokesperson in dealings with the Ministry and with the public;
- v. Providing leadership to the Board and the Centre;
- vi. Reporting to the Minister, as requested, on the Centre's activities;
- vii. Presiding, when present, at all meetings of the Board;
- viii. Ensuring any delegation of authority to the Vice-Chair to undertake any task that is otherwise the responsibility of the Chair;
- ix. Developing the Centre's MOU with the Minister and signing the MOU on behalf of the Board;
- x. Providing both the Minister and the Minister of Finance with a copy of every audit report and a copy of the Centre's response to each report and any recommendations in the report;
- xi. Advising the Minister annually on any outstanding audit recommendations;
- xii. Ensuring that the Board functions as an ethical and effective governance body under the *PSOA* 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, including:
 - 1. ensuring that Board members are informed of their responsibilities under the *PSOA* with respect to ethical conduct and political activity;
 - 2. ensuring that the Centre develops and implements administrative policies concerning a code of conduct and conflict of interest framework and post-service conduct (i.e., lobbying), including time periods for restrictions;
 - 3. ensuring that the Centre records any declared or apparent conflicts of interest and advising the Conflict of Interest Commissioner of these conflicts promptly;
- xiii. Ensuring an appropriate framework is in place for Centre staff and Board appointees to receive adequate orientation and training;
- xiv. Ensuring that Centre staff and Board appointees are aware of and comply with applicable TB/MBC and Ministry of Finance directives;
- xv. Co-operating with and sharing any relevant information for any risk-based or other periodic review initiated by either TB/MBC or the Minister;
- xvi. Keeping the Minister informed of pending appointment vacancies on the Board and making recommendations for appointments and re-appointments;
- xvii. Communicating Centre policy and strategic directions to the Executive Director;
- xviii. Ensuring the Deputy Minister is given notice of Board Meetings and, upon request, receives all board meeting materials;
- xix. Recommending to the Minister proposals affecting the Centre's mandate, management, operations, and funding;
- xx. Working with Minister to avoid duplication of services
- xxi. Consulting with the Minister promptly about any Centre activity that would impact materially on government policy, provided always that to do so would not be in conflict with the Centre's duty to provide unfettered legal services and unless such advice or consultation would compromise the Centre's mandate, independence or ability to function.

c. The Board

The Board is responsible for:

- i. Governing and managing the Centre by furthering the objects of the Centre and setting the goals, objectives, targets and strategic direction for the Centre within its statutory mandate as defined by the *Code* and this MOU;
- ii. Being the directing mind of the Centre and directing the affairs of the Centre and monitoring and evaluating the Centre's performance so as to fulfill its statutory mandate and responsibilities in accordance with the *Code*, agency by-laws, minister-approved business plans, risk assessment and management plans, as well as relevant government and ministry directives, guidelines, policies, and procedures, in a financially responsible and accountable manner;
- iii. Ensuring compliance with directives and policies (including financial and accounting policies);
- iv. Ensuring the Centre operates within its approved budget allocation in fulfilling its mandate;
- v. Reviewing and approving the Centre's business plan, budget, annual report and financial reports, and submitting them to the Minister in accordance with the timelines specified in the applicable TB/MBC and Ministry of Finance directives and this MOU;
- vi. Approving the MOU for the Centre in a timely manner and authorizing the Chair to sign it on the Centre's behalf;
- vii. Directing the preparation of the Centre's annual business plan, annual report and other reports in keeping with the *Code*, TB/MBC's requirements and this MOU;
- viii. Making decisions consistent with the business plan approved for the Centre;
- ix. Ensuring appropriate management systems are in place (financial, information technology, human resources) for the effective administration of the Centre;
- x. Ensuring the establishment of systems for knowledge management and the retention of formal Centre documents and for appropriately making such documents publicly available and ensuring the Centre complies with the MBC Management of Recorded Information Directive.
- xi. Assigning, varying, adding, or limiting the duties and powers of the Vice-Chair;
- xii. Passing by-laws or resolutions regulating agency procedures;
- xiii. Establishing guidelines, policies, and practices under which the agency operates;
- xiv. Hiring and, if necessary, firing the Executive Director.
- xv. Delegating to the Executive Director the responsibility for the management of the Centre's operations and its staff;
- xvi. Ensuring the Executive Director's performance contract is in place and includes the Executive Director's responsibilities, reporting obligations, and the standards to be met in carrying out such responsibilities and obligations
- xvii. Evaluating the performance of the Executive Director, through an annual performance contract, and pursuant to performance criteria established by the Board

- xviii. Monitoring the performance of the Centre to ensure, accountability and excellence in management, wise use of public resources, value for money, openness and transparency;
- xix. Approving the Centre's plans, reports and reviews for submission to the Minister in a timely manner;
- xx. Setting policies whereby, and to ensure that, the Centre uses public funds prudently and with integrity and honesty;
- xxi. Ensuring that the Centre's operations are carried out without a conflict of interest by any director, officer or employee;
- xxii. Directing the development and implementation of conflict of interest and post-service policies for the Centre's directors, officers and employees in accordance with the *PSOA* and its regulations;
- xxiii. Implementing a process for responding to and resolving complaints from the public and establishing a formal policy with respect to the handling of such complaints;
- xxiv. Establishing performance measures for the Executive Director and a performance review system for the Centre staff;
- xxv. Arranging for risk-based reviews and audits as needed.
- xxvi. Directing corrective action on the functioning or operations of the Centre, if needed;
- xxvii. Co-operating with any periodic review directed by the Minister or TB/MBC; and
- xxviii. Consulting, as appropriate, with stakeholders on the Centre's goals, objectives, strategic direction, rules and procedures, etc.

d. The Deputy Minister

The Deputy Minister is responsible for:

- i. Arranging for administrative, financial and other support to the Centre as specified in this MOU;
- ii. Consulting with the Chair or the Executive Director as needed on matters of mutual importance, including services provided by the Ministry, and on TB/MBC directives and Ministry policies;
- iii. Advising the Minister on the requirements of the AEAD and other directives that may apply to the Centre;
- iv. Advising the Minister on the operation of the Centre and on any proposals that could affect its status;
- v. Recommending to the Minister the evaluation or review, including a risk-based review, of the Centre or the changes to the Centre's management or operations;
- vi. Attesting to TB/MBC as required, on the Centre's compliance with all the mandatory requirements of the AEAD.
- vii. Supporting the Minister in reviewing the performance measures and results of the Centre;
- viii. Submitting to the Minister as part of the annual planning process, a risk management plan including risk assessment and management plans for each risk category in relation to each objective for the Centre;

- ix. Advising the Minister on the Centre's documents submitted to the Minister for review and/or approval;
- x. Advising and assisting the Minister on meeting assigned ministerial responsibilities with regard to the Centre;
- xi. Undertaking and co-operating with any review, including timely risk-based reviews of the Centre's management or operations as directed by the Minister or TB/MBC;
- xii. Meeting with the Chair as needed or directed;
- xiii. Meeting with the Executive Director as necessary to discuss matters of mutual importance to the Centre and the Ministry;
- xiv. Monitoring the Centre as directed by the Minister while respecting the Centre's independence and authority, and, where warranted, identifying areas for corrective action and recommending to the Minister ways of resolving issues;
- xv. Negotiating a draft MOU with the Chair of the Centre as directed by the Minister;
- xvi. Submitting a report to the secretary of MBC on the wind down of the Centre (immediately following the disposition of any assets), the completion of any outstanding responsibilities by the Centre and the end of any appointments.

e. The Assistant Deputy Attorney General, Policy

The Assistant Deputy Attorney General is responsible for:

- i. Arranging for administrative, financial and other support to the Centre as specified in this MOU;
- ii. Consulting with the Chair or the Executive Director as needed on matters of mutual importance, including services provided by the Ministry, and on TB/MBC directives and MAG policies;
- iii. Advising the Deputy Minister on the requirements of the AEAD and other directives that may apply to the Centre;
- iv. Advising the Deputy Minister on the operation of the Centre and any proposals that could affect its status;
- v. Establishing a framework for reviewing and assessing the Centre's business plans and other reports;
- vi. Advising the Deputy Minister on the Centre's documents submitted to the Minister for review and/or approval;
- vii. Advising and assisting the Deputy Minister on meeting assigned ministerial responsibilities with regard to the Centre;
- viii. Undertaking and co-operating with any review of the Centre as directed by the Deputy Minister and co-operating with any periodic review directed by the Deputy Minister or TB/MBC;
- ix. Meeting with the Chair as needed or directed;
- x. Meeting with the Executive Director as necessary to discuss matters of mutual importance to the Centre and the Ministry;
- xi. Monitoring the Centre as directed by the Deputy Minister while respecting the Centre's authority, and, where warranted, identifying areas for corrective action and recommending to the Deputy Minister ways of resolving issues; and

- xii. Negotiating a draft MOU with the Chair of the Centre as directed by the Deputy Minister.

f. The Executive Director

The Executive Director is responsible for:

- i. Managing the day-to-day operations of the Centre in accordance with the *Code*, applicable TB/MBC and Ministry of Finance directives, accepted business and financial practices, and this MOU;
- ii. Being accountable to the Board for the achievement of the Centre's goals and objectives;
- iii. Ensuring that the Centre fulfills its mandate in accordance with the *Code*, and operates within its approved budget allocation;
- iv. Keeping the Ministry and Chair advised of issues or events, including contentious matters, that may concern the Minister, the Deputy Minister, and the Chair in the exercise of their responsibilities;
- v. Developing and implementing internal policies and procedures governing the day-to-day management and operations of the Centre, including human resources, procurement, and advertising;
- vi. Keeping the Chair and Board informed on operational matters;
- vii. Preparing business plans and annual reports for the Centre as directed by the Board;
- viii. Undertaking timely risk-based reviews of the agency;
- ix. Preparing financial reports for approval by the Board;
- x. Arranging for audits as required and as needed;
- xi. Establishing and applying a financial management framework for the Centre;
- xii. Applying policies so that public funds are used with integrity and honesty;
- xiii. Establishing systems so the Centre operates effectively within its approved business plan;
- xiv. Developing a performance review system for Centre staff for approval by the Board and implementing that system;
- xv. Supporting and advising the Chair and the Board in meeting their responsibilities and advising the Chair and Board on compliance with applicable TB/MBC and Ministry of Finance directives, and MAG policies and procedures;
- xvi. Carrying out in-year monitoring of the Centre's operational performance and reporting on it to the Chair;
- xvii. Carrying out the specified responsibilities under the *PSOA* and its regulations as the "ethics executive" for employees of the Centre in the areas of conflict of interest, political activity rights and wrongdoing disclosures;
- xviii. Consulting with the Deputy Minister, as needed, on matters of mutual importance including services provided by the Ministry and on TB/MBC and Ministry of Finance directives and MAG policies;
- xix. Meeting with the Assistant Deputy Attorney General as necessary to discuss matters of mutual importance to the Centre and the Ministry;
- xx. Co-operating with any periodic review directed by the Minister or TB/MBC
- xxi. Establishing a system for knowledge management and the retention of formal Centre documents and for appropriately making such documents publicly

- available and ensuring the Centre complies with the MBC Management of Recorded Information Directive;
- xxii. Ensuring that the Centre has processes for responding, in a timely manner, to media inquiries, and for promptly resolving complaints or other concerns raised by the public that related to the Centre's operations;
 - xxiii. Meeting performance objectives or targets set by the Board and approved by the Centre;
 - xxiv. Ensuring that the Centre and its staff abide by all applicable federal, provincial and municipal laws, rules, orders, regulations, and by-laws.

7. Services to be provided by the Centre

- a. The Centre will provide the services set out in section 45.13(1) of the *Code* and shall, in accordance with section 45.13(2) of the *Code*, ensure that such services are available throughout the province using such methods of delivering the services as the Centre believes are appropriate.
- b. In accordance with section 45.12 of the *Code*, the Centre will establish and administer a cost-effective and efficient system for providing its services within the financial resources available to it and accordingly shall establish:
 - i. priorities for the delivery of services; and
 - ii. policies with respect to the types and extent of services to be provided.

11. Reporting Requirements

a. Annual Report

- i. The fiscal year of the Centre shall be from April 1st to March 31st of the following year as specified in the *Code*.
- ii. The Centre shall submit an annual report, including an audited financial statement, on the affairs of the Centre to the Minister within four months (120 days) after the end of the preceding fiscal year, being March 31st, in accordance with s. 47.17(1) *Code*, or within the time period that the Minister otherwise specifies.
- iii. The Chair and the Board will ensure the Centre's annual report fulfills the requirements of the AEAD and is submitted to the Minister on time for tabling in the legislature.
- iv. The Centre's annual report shall include the following components:
 - a. the Centre's audited financial statements for the fiscal year;
 - b. a description of the Centre's activities for the fiscal year;

- c. the objectives and planned results documented in the Centre's business plan;
 - d. the extent to which the objectives and planned results were achieved;
 - e. an explanation for any significant variances between actual and planned results;
 - f. identification and discussion of performance targets and actions to be taken if targets were not achieved;
 - g. analysis of the Centre's operational and financial performance; and
 - h. the names of all appointees and the commencement date and expiry date of their appointments.
- v. The Minister will table the Centre's annual report in accordance with Standing Order 39 of the Legislature.

b. Business Plan

- i. The Board shall adopt a business plan for each fiscal year on or before April 1st in each year, or another date as specified by the Minister;
- ii. The Board will ensure that the Minister is provided with the business plan for review and approval on or before January 1 in each year or another date specified by the Minister
- iii. The Board is responsible for ensuring that the business plan fulfills the requirements of the AEAD.
- iv. The Centre's annual business plan shall at minimum include the following components:
 - a. the Centre's mandate and objects;
 - b. an outline of the objectives and results that the Centre expects to achieve for the upcoming fiscal year. Such objectives shall be based on and shall advance the mandate and objects of the Centre as set out in the *Code* and shall advance, where appropriate and consistent with the Centre's mandate under the *Code*, the priorities and policies of government and MAG, as well as those of the Centre;
 - c. a system of performance measures and reporting back on the achievement of the objectives set out in the business plan. The system must include performance goals, how they will be achieved and target timeframes.
 - d. an overview of the Centre's current and forthcoming programs and activities
 - e. any changes in direction to the Centre's program guidelines;
 - f. an assessment of issues facing the Centre (environmental scan); an explanation of any significant variances between planned and actual results in the previous fiscal year;
 - g. proposed operating expenditures and projected revenues, and funding requirements;
 - h. a summary of staff numbers and impact of business plan on human resources.

- i. a risk assessment and risk management plan
 - j. a description of any initiatives involving third parties
 - k. an implementation plan and
 - l. a communication plan
- v. The Minister will review the Centre's annual business plan and will:
 - a. advise the Chair in a timely fashion whether or not the Minister concurs with the directions proposed by the Centre;
 - b. advise the Centre where and in what manner the Centre's business plan varies from government or MAG policy or priorities; and
 - c. discuss with the Chair possible revisions to the business plan.
 - vi. The Minister will provide a copy of the Centre's three-year business plan together with the Minister's assessment of the plan, to TB/MBC for review and approval, once every three years.
 - vii. In addition, the TB/MBC may require the Minister to submit the Centre's business plan to TB/MBC for review at any time.

c. Other Reports and Documents

- i. The Chair and the Board are responsible for ensuring the reports and documents set out in Schedule 1 to this MOU are submitted to the Minister for review and approval in a timely fashion, and the Minister shall provide advance notice of deadlines as far in advance as possible if deadlines are not specified.
- ii. At the request of the Minister or Deputy Minister, the Chair will supply specific data and other information that may be required from time to time for the purposes of MAG administration.

12. Communications

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

The parties therefore agree as follows:

- a. Nothing in this section shall require any discussion between Centre personnel and the Minister, Deputy Minister and Ministry staff, with respect to the conduct of legal matters within the mandate of the Centre as set out in paragraph 3.

- b. The Minister and the Ministry shall re-direct to the Centre any inquiries that it receives about specific human rights client files of the Centre, advising the inquiring party that the inquiry has been forwarded to the Centre.
- c. Subject to the Centre's duties and responsibilities under the Code, the Chair will keep the Minister advised in a timely manner of all planned events and issues that concern or can be reasonably expected to concern the Minister in the exercise of the Minister's responsibilities;
- d. The Minister will consult with the Chair as appropriate on broad governmental policy initiatives, proposed initiatives to amend the legislation that governs the Centre's mandate or operations or that may otherwise have significant impact on the Centre, including consultation on, or review of, the Centre's mandate or assessment of the continuing public need for its services;
- e. The Minister and the Chair will meet as needed to discuss issues relating to the delivery of the Centre's mandate.
- f. The Assistant Deputy Attorney General and the Executive Director will meet as necessary, or as requested by either party, to discuss issues relating to the efficient operation of the Centre;
- g. The Minister and the Chair shall share information in a timely fashion, concerning significant issues that affects the Centre's operation or may require the Minister's attention. This may include issues which:
 - i. have a significant impact on clients or stakeholders;
 - ii. raise questions in the Legislature or are raised by the media or stakeholders;
 - iii. have a significant impact on human rights in the province;
 - iv. require reports to Cabinet, MB/TBC or other government agencies.
- h. The Minister and the Chair may choose to enter into a Communications Protocol, which may be appended as a schedule to this MOU.
- i. The Executive Director shall develop, for the Centre's approval, a communications strategy. This communications strategy is part of the Centre's annual business plan and shall be submitted annually by the Centre for approval. The Centre's staff shall respond in a timely manner to public and media enquiries, complaints, and concerns with respect to the activities and operations of the Centre.
- j. Where reports and formal consultation materials are to be released, the Ministry shall be given advance copies of the material to be released no fewer than ten (10) days prior to release.
- k. All publications produced by or for the Centre shall acknowledge funding received from the Government of Ontario.

13. Administrative Arrangements

a. Applicable MBC Directives and Other Legislative Requirements

i. The Chair is responsible for ensuring that the Centre operates in accordance with all TB/MBC and Ministry of Finance directives, and Public Service Commission directives under the *PSOA*, applicable Collective and Memorandum Agreements pertaining to staffing, as well as applicable Ministry financial and administrative policies and procedures. Schedule 2 to this MOU provides a list of applicable directives and policies.

ii. The Centre is subject to the requirements of the *Freedom of Information and Protection of Privacy Act*, the *French Language Services Act* and the *Accessibility for Ontarians with Disabilities Act*.

b. Administrative Support Services

i. The Deputy Minister is responsible for ensuring that the Ministry is providing the Centre with the administrative support services listed in Schedule 3 to this MOU, and for negotiating with Ontario Shared Services (if required) concerning these services.

ii. Schedule 3 will be reviewed annually or at any time at the request of any party to this MOU.

iii. The Deputy Minister shall ensure that the support or services provided to the Centre are of the same quality and standard as are provided to the Ministry's own divisions and branches.

c. Legal Services

i. The Centre will provide its own legal services. The Centre may retain outside legal assistance when it requires expertise unavailable from staff counsel or when the services provided by staff counsel could result in any conflict of interest or give rise to a challenge of bias.

ii. In keeping with the guiding principle of prudent use of public resources, the Centre will not exceed fee schedules used by MAG for retaining outside counsel and with government practices for open and transparent procurement processes.

14. Freedom of Information and Protection of Privacy

The Chair is the institution head for the purposes of the *Freedom of Information and Protection of Privacy Act*.

The Centre, as represented by the Chair, warrants and agrees that any personal information, as defined under the *Freedom of Information and Protection of Privacy Act*, collected by the Centre shall be used and disclosed only for pursuance of the objects of the Centre, and for no other purposes. The Centre further warrants that it will have reasonable measures in place to ensure the security and confidentiality of personal information it holds.

15. Records Management

- a. The Chair is responsible for ensuring that a system is in place for the creation, collection, maintenance and disposal of records.
- b. The Centre has been designated under the *Freedom of Information and Protection of Privacy Act* and *Archives and Recordkeeping Act*. The Centre is required to meet the standards for the creation collection, maintenance, and disposal of records set out in these Acts.
- c. The Centre shall keep and maintain all financial records, invoices, and other financially related documents related to funding provided by the Ministry or otherwise to the activities of the Centre in a manner consistent with generally accepted accounting principles and clerical practices. The Centre shall manage such records and keep them available for review by the Ministry for a period of seven years from the date of the creation of the records.
- d. The Centre shall maintain and manage all non-financial documents and records relating to Funding received from the Ministry or otherwise related to the activities of the Centre, including any records it receives or creates relating to report subjects, in a confidential manner through the establishment of defined processes of retention and disposal consistent with the Management Board Directive on Management of Recorded Information, the *Archives and Recordkeeping Act*, and other applicable legislation.
- e. When preparing reports, the Centre may only procure information from sources determined by the Centre to be reliable. The Ministry retains the right to review the type of sources the Centre is procuring information from and advising the Centre when it believes that the quality of information procured may be compromised or unreliable.
- f. The Centre shall permit the Ministry, upon reasonable notice, to inspect and copy any financial records invoices, and other financially related documents, or any non-financial documents and records in the possession or under the control of the Centre which relate to Ministry funding or otherwise to the activities of the Centre.
- g. In the event that the Centre's mandate in relation to information management expands subsequent to the execution of this MOU, the Centre shall upon request from the Ministry, submit to a Privacy Impact Assessment.

- h. The Centre shall ensure that each contract it enters into for data collection and processing is specific with respect to sources, entities, and transfer from collection to destruction, and made subject to a Threat Risk Assessment and a Privacy Impact Assessment before execution.

16. Client/customer service

- a. The Centre has in place a formal process for responding to complaints about the quality of services received by clients of the Centre consistent with the government's service quality standards.
- b. The Centre's annual business plan will include performance measures and targets for client service and the Centre's response to complaints.

17. Financial Arrangements

- a. The Centre is funded by transfer payments appropriated therefore by the Legislature from the Consolidated Revenue Fund. This funding is based on the government's business planning and allocation process, and is subject to adjustments made by the Minister, TB/MBC or the Legislature. For each fiscal year, the transfer payments are subject to an appropriation authorized by the Legislature and are subject to the approval of TB/MBC.
- b. The Centre administers its financial affairs. The Centre's money and investments do not form part of the Consolidated Revenue Fund and shall be used by the Centre in carrying out its objects.
- c. The Executive Director shall prepare estimates of the Centre's expenditures for the Board's approval and inclusion in the Ministry's business plan. The Chair will deliver these estimates in sufficient time to be analyzed and approved by the Minister. These estimates may be altered as required.
- d. Financial procedures of the Centre will be in accordance with TB/MBC and Ministry of Finance directives and guidelines and other applicable government direction.

18. Financial Reports

The Chair will provide to the Minister audited annual financial statements and will include them as part of the Centre's annual report.

19. Harmonized Sales Tax (HST)

The Centre shall remit HST in accordance with all applicable laws listed in Schedule B to the Reciprocal Tax Agreement between Ontario and Canada.

20. Audit and Review Arrangements

- a. As a Centre that enters into financial commitments with other parties, the Centre is subject to an annual external audit. The Centre's annual report shall include audited financial statements.
- b. The annual external audit shall be performed with one or more auditor(s) licensed under the *Public Accounting Act*, in accordance with generally accepted accounting principles by an accredited external auditing firm chosen through periodic tender by the Board.
- c. Regardless of any annual external audit, the Minister may direct that the Centre be audited.
- d. The 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 Centre may be subject to an audit by the Auditor General of Ontario under the *Auditor General Act*.
- e. The Centre will promptly provide a copy of every report from an audit to the Minister and the Minister of Finance. The Centre will also provide a copy of its response to the audit report and any recommendations therein. The Centre will advise the Minister annually on any outstanding audit recommendations.
- f. Ministry/government auditors may review the records of the Centre, subject to the provision that no audit or review of records may be permitted to compromise the integrity of any legal files or proceedings and that all Centre client files and records are subject to solicitor client privilege.
- g. The results of any audit conducted by MAG/government staff shall be shared with the Chair. The Chair shall be accorded an opportunity to enter comments into the audit record.
- h. The Chair may request an external audit of the financial transactions or management controls of the Centre at the Centre's expense.

21. Staffing and Appointments

- a. The Executive Director will have delegated authority, on behalf of the Board, through the Chair, to manage the human resources of the Centre.
- b. Employees participate in the Public Service Pension Plan.
- c. The Chair and the Board members are appointed by the Lieutenant Governor pursuant to an Order in Council. The Chair provides advice to the Minister on candidates for appointment or reappointment to the Board.

22. Liability Protection and Insurance

- a. The Centre will maintain commercial general insurance coverage from a private sector insurance company.
- b. The Centre will indemnify every director and officer of the Centre, and their heirs, executors and administrators, and estate and effects in accordance with s. 136 of the *Business Corporations Act*, and the Centre will purchase directors and officers insurance, including employment practices liability.
- c. The Centre will ensure that all appropriate errors and omissions insurance is in place, and will report to MAG to confirm that such insurance is in place.
- d. The Centre will maintain “all risks” property insurance to cover its office contents from a private sector insurance company.
- e. The Board will review the insurance coverage described in clauses a-d above and make all necessary decisions to obtain any additional insurance that the Centre may require, and the Centre will report to MAG to confirm that this review has been conducted and that any such additional insurance is in place.
- f. The amount, type and cost of insurance shall be determined by the Board, and proof of insurance shall be provided to MAG.

23. Effective Date and Duration of this MOU

- a. This MOU becomes effective on the date it is signed by both parties.
- b. This MOU will continue in effect for not more than five years from the effective date.
- c. If a new Minister or Chair takes office before this MOU expires, the Minister and chair must affirm by letter that the MOU will continue in force without a review, or alternatively, they may agree to revise it.
- d. The Minister and the Chair may, at any time, by mutual agreement after a review of the MOU, amend this MOU, or any part of it, by written agreement without affecting its ordinary termination date.
- e. A full review of this MOU will be conducted prior to its expiry not more than five years following the date it came into effect, or immediately in the event of a significant change to the Centre’s mandate, powers, or governance structure as a result of an amendment to the *Code*.

24. Periodic Reviews

The Centre may be subject to a periodic review at the discretion and direction of the TB/MBC or the Minister:

- a. The review may cover such matters relating to the Centre that are determined by TB/MBC or the Minister, and may include the mandate, powers, governance structure and/or operations of the Centre.
- b. The Chair and the Executive Director will cooperate in any such review.

Signatures

IN WITNESS WHEREOF, the undersigned have executed this Memorandum of Understanding as of the dates written below.

ORIGINAL SIGNED BY

February 21, 2012

The Honourable John Gerretsen
Attorney General of Ontario

Date

ORIGINAL SIGNED BY

November 7, 2011

Patrick Case, Chair
Human Rights Legal Support Centre

Date

Schedule1: Summary of Centre Reporting Requirements

Report/Document	Names of Responsible Officials
MOU	Chair
Estimates of the Centre's expenditures for inclusion in the Ministry's Business Plan.	Executive Director (approved by Board)
Centre Business Plan	
Drafting	Manager, Business Support Services
Approval	Executive Director (approved by Board)
Provide to Minister	Chair (Board)
Annual Report	
Drafting	Manager, Business Support Services and Executive Director
Approval	Chair (Board)
Provide to Minister	Chair (Board)
Audit of Financial Statement	Executive Director (to make external arrangements for audits)
Financial Statement	Manager, Business Support Services and Executive Director
Other Audits	MAG, Chair

Schedule 2: Applicable MBC and Ministry of Finance Directives

The following MB and MOF directives apply:

Accountability and Governance:

- Agency Establishment and Accountability Directive
- Public Service of Ontario Act
- Disclosure of Wrongdoing Directive (employees/appointees of public bodies)
- Government Appointees Directive including Addendum to the Government Appointees Directive
- Internal Audit
- OPS Emergency Management and Security Directive
- Transfer Payment Accountability Directive

Business Planning & Allocations:

- Expenditure Management Directive
- Travel, Meal and Hospitality Expenses Directive and its Addendum (July 2009)
- General Expenses
- Procurement Directive (July 2009)
- Procurement Directive on Advertising, Public and Media Relations and Creative Communications Services
- Advertising Content

Information and Information Technology Management:

- I and IT Directive
- Freedom of Information and Privacy Directive
- Enhancing Privacy – Computer Matching of Personal Information
- I and IT Security Directive
- Management of Recorded Information Directive
- Visual Identity Directive

MAG will inform the Centre of amendments or additions to directives, policies and guidelines that apply to the Centre; however, the Centre is responsible for complying with all directives, policies and guidelines to which it is subject or developing an equivalent policy in the spirit of the pertinent TB/MBC directive.

Schedule 3: Administrative Support Services

The Deputy Minister is responsible for ensuring that MAG provides the following administrative and other support services to the Centre:

- a) Information Technology and Telecommunication Services: services, advice and consultation
- b) Accommodation/Facilities Planning: relocation services including lease renewals