Memorandum of Understanding

Between

Minister of Finance and

Chair of the Ontario Electricity

Financial Corporation

Memorandum

Signatures

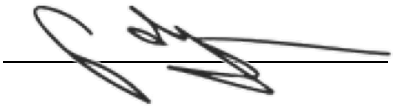
I have read, understood and concur with this MOU dated [Date] and will abide by the requirements for this MOU and the AAD.

Minister

December 22, 2025

Date

I have read, understood and concur with this MOU dated [Date] and will abide by the requirements for this MOU and the AAD.



OEFC Chair

November 14, 2025

Date

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The parties to this memorandum of understanding agree to the following:

1. Preamble

a. Provincial agencies deliver important and valued services to the people of Ontario. In delivering these public services, provincial agencies are accountable to the Government through the responsible minister.

b. Provincial agencies must use public resources efficiently and effectively to carry out their mandates, as established by their respective constituting instruments and in alignment with the key priorities of the provincial government. Their operations are guided by the key principles of the Agencies and Appointments Directive (AAD).

c. The parties to this MOU acknowledge that the agency is part of government and is required to comply with legislation, government directives, policies and guidelines applicable to them. Further, the agency may be required to ensure that their directives and policies adhere to certain government directives, policies and guidelines, including those for human resources, while being mindful of collective agreement and bargaining obligations.

2. Purpose

a. The purpose of this memorandum of understanding (MOU) is to:

- Establish the accountability relationships between the Minister of Finance and the Chair of the Board of the Ontario Electricity Financial Corporation on behalf of OEFC

- Clarify the roles and responsibilities of the Minister, the Chair, the Deputy Minister, the CEO and the Board

- Clarify the operational, administrative, financial, auditing and reporting arrangements between OEFC and the Ministry of Finance

b. This MOU should be read together with Part V of the Electricity Act, 1998 (the “Act”). This MOU does not affect, modify or limit the powers of OEFC as set out in the Act, or interfere with the responsibilities of any of its parties as established by law. In case of a conflict between this MOU and any act or regulation, the act or regulation prevails.

c. This MOU replaces the memorandum of understanding between the parties dated June 11, 2021.

3. Definitions

In this MOU:

a. “AAD” means the Agencies and Appointments Directive, issued by Management Board of Cabinet;

b. “Act” means Part V of the Electricity Act, 1998;

c. “Agency” or “provincial agency” means Ontario Electricity Financial Corporation (OEFC);

d. “Annual Report” means the annual report referred to in article 10.2 of this MOU;

e. “Applicable Government Directives” means the Government directives, policies, standards and guidelines that apply to OEFC;

f. “Artificial intelligence system” means a machine-based system that, for explicit or implicit objectives, makes inferences, from the input it receives, in order to generate outputs such as predictions, content, recommendations, or decisions that can influence physical or virtual environments;

g. “Appointee” means a member appointed to the Board by the LGIC

h. “Board” means the board of directors of the Ontario Electricity Financial Corporation;

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

j. “CEO” means the chief executive officer of the Ontario Electricity Financial Corporation;

k. “Chair” means the Chair of the Ontario Electricity Financial Corporation;

l. “Consultant” means a person or entity that under an agreement, other than an employment agreement, provides expert or strategic advice and related services for consideration and decision-making;

m. “Deputy Minister” means the Deputy Minister of Finance;

n. “FAA” means the Financial Administration Act;

o. “FIPPA” means the *Freedom of Information and Protection of Privacy Act*;

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

q. “Government” means the Government of Ontario;

r. “LGIC” means the Lieutenant Governor in Council;

s. “MBC” means the Management Board of Cabinet;

t. “Minister” means the Minister of Finance or such other person who may be designated from time to time as the responsible minister in relation to this MOU in accordance with the *Executive Council Act*;

u. “Ministry” means the Ministry of Finance or any successor to the ministry;

v. “MOU” means this memorandum of understanding signed by the Minister and the Chair;

w. “OFA” means the Ontario Financing Authority;

x. “OPS” means the Ontario Public Service;

y. “President of the Treasury Board” means this President of the Treasury Board or such other person who may be designated from time to time under the *Executive Council Act*;

z. “PSOA” means the *Public Service of Ontario Act, 2006*;

aa. “TBS” means the Treasury Board Secretariat;

bb. “TB/MBC” means the Treasury Board/Management Board of Cabinet;

A refence to an act, regulation or a Government directive or policy in this MOU refers to that act, regulation, directive or policy as may be amended or replaced from time to time.

Agency’s Legal Authority and Mandate

a. The legal authority of OEFC is set out in the Act.

b. OEFC is the legal continuation of the former Ontario Hydro. Pursuant to the Act, OEFC’s mandate includes:

- Managing its debt, financial risks and liabilities, including the debt of the former Ontario Hydro;
- Managing the former Ontario Hydro’s non-utility generator contracts;
- Receiving all payments and administering other assets, liabilities, rights and obligations of OEFC that were not transferred to another of the Ontario Hydro

successor corporations and disposing of any of these items as it deems appropriate or as directed by the Minister;

- Providing financial assistance to the successor corporations of Ontario Hydro;
- Entering into financial and other agreements relating to the supply and demand management of electricity in Ontario; and
- Carrying out such additional objects as specified by the LGIC.

4. Agency Type, Function and Public Body Status

a. OEFC is designated as a board-governed provincial agency with an Operational Enterprise function under the AAD.

b. OEFC is prescribed as a public body under Ontario Regulation 146/10 under PSOA.

c. OEFC does not have any employees or physical office. Instead, the OFA and Ministry provide services to OEFC pursuant to directives issued by the Minister.

    - The OFA is required, by memorandum of understanding with the Minister, to comply with Government directives, policies, standards and guidelines which apply to it.
    - The Ministry of Finance is similarly required to comply with Government directives, policies, standards and guidelines as applicable.

In light of these arrangements, this MOU does not reference matters related to employment, office space, IT or cyber security.

5. Corporate Status and Crown Agency Status

a. OEFC is a Crown agency within the meaning of the Crown Agency Act.

b. OEFC is a corporation without share capital, continued under the Act.

c. OEFC has the capacity, rights, power and privileges of a natural person, subject to the limitations placed upon it by the Act or imposed by TB/MBC.

d. Pursuant to the Act, neither the Not-for-Profit Corporations Act, 2010 nor the Corporations Information Act apply to OEFC.

e. Pursuant to Ontario Regulation 115/99, section 16 and subsections 126(3), 126(4), 129(1), 136(1) and 136(3) to (6) of the Business Corporations Act apply to OEFC, with necessary modifications.

6. Guiding Principles

The parties agree to the following principles:

a. **Accountability**: Provincial agencies deliver public services and are accountable to the Government through the responsible minister. In delivering on their mandate, provincial agencies balance operational flexibility with the minister's accountability for the provincial agency to Cabinet, the Legislative Assembly and the people of Ontario. Accountability of the minister for each provincial agency cannot be delegated.

   Every provincial agency complies with all applicable legislation and OPS directives and policies. Further, agencies ensure that their directives and policies adhere to certain Government directives, policies and guidelines, including those for human resources, while being mindful of collective agreement and bargaining obligations. This includes applicable legislation and directives related to procurement.

b. **Responsiveness:** Provincial agencies align their mandate and operations with Government priorities and direction. Open and consistent communication between provincial agencies and their responsible ministry helps ensure that Government priorities and direction are clearly understood and helps to manage risks or issues as they arise. Provincial agencies deliver a high standard of public service that meets the needs of the population that they serve.

c. **Efficiency**: Provincial agencies use public resources efficiently and effectively to carry out their mandates, as established by their respective constituting instruments. They operate in a cost-effective manner, and pursue efficiencies throughout the agency's service delivery and administration.

d. **Sustainability**: Provincial agencies operate in a way so that their current form is sustainable over the long-term while delivering a high standard of service to the public.

e. **Transparency**: Good governance and accountability practices for provincial agencies are complemented by transparency in the form of public posting of governance and accountability documents including the business plan, annual report, MOU and expenses information.

7. Accountability Relationships

7.1 Minister

The Minister is accountable:

a. To Cabinet and the Legislative Assembly for OEFC's fulfilment of its mandate and its

compliance with Government policies, and for reporting to the Legislative Assembly on OEFC's affairs.

b. For reporting and responding to TB/MBC on OEFC's performance and compliance with Government's applicable direction, including directives and operational policies.

c. To Cabinet for the performance of OEFC and its compliance with the Government's operational policies and broad policy directions.

7.2 Chair

The Chair, acting on behalf of the Board, is accountable:

a. To the Minister for OEFC's performance in fulfilling its mandate, and for carrying out the roles and responsibilities assigned to the Chair by the Act, this MOU, and Applicable Government Directives.

b. For reporting to the Minister, as requested, on OEFC's activities.

c. For ensuring timely communications with the Minister regarding any issue that affects, or can reasonably be expected to affect, the Minister's responsibilities for OEFC.

d. To the Minister to confirm OEFC's compliance with legislation, Government directives, and applicable accounting, and financial.

7.3 Board of Directors

The Board is accountable, through the Chair, to the Minister for the oversight and governance of OEFC; setting goals, objectives and strategic direction for OEFC as outlined in the annual letter of direction; and for carrying out the roles and responsibilities assigned to it by the Act, this MOU, and Applicable Government Directives.

7.4 Deputy Minister

The Deputy Minister reports to the Secretary of the Cabinet and is responsible for supporting the Minister in the effective oversight of provincial agencies. The Deputy Minister is accountable for the performance of the Ministry in providing administrative and organizational support to OEFC and for carrying out the roles and responsibilities assigned by the Minister, the Act, this MOU, and Applicable Government Directives.

The Deputy Minister is also accountable for attesting to TB/MBC on OEFC's compliance with applicable directives to the best of their knowledge and ability.

7.5 Chief Executive Officer

The CEO is appointed by the LGIC on the recommendation of the Minister. Reflecting the relationship of OEFC with the OFA, the OFA CEO is currently the OEFC CEO.

The CEO is accountable to the Board for the management and administration of OEFC, the supervision of service providers to OEFC, and carrying out the roles and responsibilities assigned by the Board, the Act, this MOU and Applicable Government Directives. The CEO works under the direction of the Chair to implement policy and operational decisions. The CEO reports OEFC's performance results to the Board, through the Chair. The Board and Chair are accountable to the Minister.

8. Roles and Responsibilities

8.1 Minister

The Minister is responsible for:

a. Reporting and responding to the Legislative Assembly on the affairs of OEFC.

b. Reporting and responding to TB/MBC on OEFC's performance and compliance with applicable directives, the Government's operational policies and policy directions.

c. Meeting with the Chair at least quarterly on: Government and Ministry priorities for OEFC; OEFC, Board, and Chair performance; emerging issues and opportunities; agency high risks and action plans including direction on corrective action, as required; and OEFC business plan and capital priorities.

    i. As a best practice, meetings are to be quarterly. The Minister may delegate some of the meetings to an associate minister or parliamentary assistant. The Minister should meet with the Chair at least twice per year, with one meeting focused on OEFC, Board, and Chair performance.

    ii. If the Minister deems OEFC to be low risk, the Minister may reduce the number of meetings to twice a year, instead of quarterly, with one meeting focused on OEFC, Board, and Chair performance.

d. Informing the Chair of the Government's priorities and broad policy directions for OEFC and setting expectations for OEFC in the annual letter of direction.

e. Working with the Chair to develop appropriate measures and mechanisms related to the performance of OEFC.

f. Reviewing the advice or recommendation of the Chair on candidates for appointment or re-appointment to the Board.

g. Making recommendations to Cabinet and the LGIC for appointments and reappointments to OEFC, pursuant to the process for agency appointments established

by legislation and/or by MBC through the AAD.

h. Determining at any time the need for a review or audit of OEFC, directing the chair to undertake reviews or audits of OEFC on a periodic basis, and recommending to TB/MBC any change(s) to the governance or administration of OEFC resulting from any such review or audit.

i. Signing the MOU into effect after it has been signed by the Chair.

j. Receiving OEFC's annual business plan and approving or providing suggested changes to the plan no later than 30 calendar days from receiving it.

k. Ensuring that OEFC's business plan is made available to the public no later than 30 calendar days from approving it.

l. Receiving OEFC's annual report and approving the report no later than 60 calendar days of the Ministry's receipt of the report from OEFC.

m. Ensuring OEFC's annual report is tabled no later than 30 calendar days from approval and then made available to the public.

n. Recommending to TB/MBC any provincial funding to be allocated to OEFC.

o. When appropriate or necessary, taking action or directing that OEFC take corrective action with respect to OEFC's administration or operations.

p. Consulting, as appropriate, with the Chair (and others) on significant new directions or when the Government is considering regulatory or legislative changes for OEFC.

q. Recommending to TB/MBC the application of the OPS Procurement Directive.

r. Recommending to TB/MBC, where required, the merger, any change to the mandate, or dissolution of OEFC.

s. Recommending to TB/MBC the powers to be given to, or revoked from, OEFC when a change to OEFC's mandate is being proposed.

8.2 Chair

The Minister recommends the designation of the Chair to the LGIC. Currently, the Deputy Minister is designated as Chair. There may be instances where this individual must provide advice to either the Board or the Minister, where advice to one of these parties might conflict with advice provided to the other party. The parties to this MOU are aware and understand the possibility of such conflict of interest.

The Chair is responsible to support the Board by:

a. Providing leadership to OEFC's Board and ensuring that the Board carries out its fiduciary responsibilities for decisions regarding OEFC.

b. Providing strategic leadership to OEFC by working with the Board to set the goals, objectives and strategic directions as outlined in the annual letter of direction.

c. Ensuring compliance with legislative and TB/MBC policy obligations.

d. Reporting to the Minister as requested on OEFC's activities within agreed upon timelines, including an annual letter confirming OEFC's compliance with all applicable legislation, directives, and accounting, and financial.

e. Meeting with the Minister at least quarterly on: Government and Ministry priorities for OEFC; OEFC, and Board performance; emerging issues and opportunities; OEFC high risks and action plans including direction on corrective action, as required; and OEFC business plan and capital priorities.

    i. As a best practice, meetings are to be quarterly. The Minister may delegate some of the meetings to an associate minister or parliamentary assistant. The Minister should meet with the chair at least twice per year, with one meeting focused on OEFC, and Board performance.

    ii. If the Minister deems OEFC to be low risk, the Minister may reduce the number of meetings to twice a year, instead of quarterly, with one meeting focused on OEFC, Board, and Chair performance.

f. Ensuring timely communications with the Minister regarding any issues or events that may concern or can reasonably be expected to concern the Minister in the exercise of their responsibilities relating to OEFC.

g. Ensuring OEFC is fulfilling the Government's priorities and expectations from the annual letter of direction, and achieving its key performance measures.

h. Informing the Minister on progress on achieving the Government's priorities and broad policy directions for OEFC as outlined in the annual letter of direction.

i. Working with the Minister to develop appropriate measures and mechanisms related to the performance of OEFC.

j. Utilizing OEFC's skills matrix to advise the Minister of any competency skills gaps on the Board and provide recommendations for recruitment strategies, appointments, or re-appointments as needed, including advising the Minister on Appointee attendance and

performance.

k. Cooperating with any review or audit of OEFC.

l. Requesting an external audit of the financial transactions or management controls of OEFC, at OEFC's expense, if required.

m. Advising the Minister, annually at minimum, on any outstanding audit recommendations/issues.

n. Sharing all audit engagement reports (including those prepared by their own internal audit function and/or those reported to the Chair) with the Minister (and when requested, with the President of the Treasury Board).

o. Seeking strategic policy direction for OEFC from the Minister.

p. Signing OEFC's MOU on behalf of the Board, along with the CEO.

q. Submitting OEFC's business plan/attestation memo, budget, annual report/attestation memo and financial reports, on behalf of the Board, to the Minister in accordance with the timelines specified in the applicable Government directives and this MOU.

r. Ensuring that OEFC operates within its approved budget allocation in fulfilling its mandate, and that public funds are used for the purpose intended with integrity and honesty.

s. Consulting with the Minister in advance regarding any activity which may have an impact on the Government and Ministry's policies, directives or procedures, or on OEFC's mandate, powers or responsibilities as set out in the Act or other acts.

t. Chairing Board meetings, including the management of the Board's agenda.

u. Reviewing and approving claims for per diems and travel expenses for Appointees.

v. Ensuring appropriate management systems are in place (financial, procurement) for the effective administration of OEFC.

w. Establishing and implementing artificial intelligence (AI) risk management in alignment with the principles of the Responsible Use of AI Directive and requirements in section 6.3, ensuring that they fulfill the role outlined for "Provincial Agency Heads or Equivalent" in the Responsible Use of AI Directive.

x. Carrying out effective public communications and relations for OEFC as required by the Communications Protocol set out in Appendix 1 to this MOU.

y. Acknowledging the importance of promoting equity, inclusivity, accessibility, anti-racism and diversity within OEFC.

z. Ensuring that Appointees are informed of their responsibilities under PSOA with regard to the rules of ethical conduct, including the political activity rules.

aa. Fulfilling the role of ethics executive for Appointees, promoting ethical conduct and ensuring that Appointees are familiar with the ethical requirements of PSOA, and the regulations and the directives made under that Act, including in respect of conflict of interest, political activity and the protected disclosure of wrongdoing.

8.3 Board of Directors

The Board is responsible for:

a. Managing and controlling the affairs of OEFC.

b. Ensuring OEFC is governed in an effective and efficient manner and OEFC uses public funds with integrity and honesty, and only for the business of OEFC based on the principle of value for money, and in compliance with applicable legislation and Applicable Government Directives.

c. Ensuring OEFC is fulfilling the Government's priorities and expectations from the annual letter of direction in the establishment of goals, objectives, and strategic directions for OEFC.

d. Establishing robust performance measures, targets and management systems, and monitoring and assessing OEFC's performance measures, targets and management systems.

e. Governing the affairs of OEFC in fulfilling the Government's priorities and expectations from the annual letter of direction as set out in its approved business plan as described in section 10.1 of this MOU, and the policy parameters established and communicated in writing by the Minister.

f. Directing the development of, and approving OEFC's business plans for submission to the Minister within the timelines established by the AAD.

g. Directing the preparation of, and approving OEFC's annual reports for submission to the Minister for approval and tabling in the Legislative Assembly within the timelines established by the AAD.

h. Approving OEFC's reports and reviews that may be requested by the Minister from time to time for submissions to the Minister within agreed upon timelines.

i. Making decisions consistent with the business plan approved for OEFC and ensuring that OEFC operates within its budget allocation.

j. Ensuring the CEO is fulfilling their responsibilities as outlined in this MOU and the AAD.

k. Ensuring that OEFC is governed in an effective and efficient manner according to accepted business and financial practices, and in accordance with Applicable Government Directives.

l. Establishing such Board committees or oversight mechanisms as may be required to advise the Board on effective management, governance or accountability procedures for OEFC.

m. Approving OEFC's MOU, and any amendments to the MOU, subject to TB/MBC approval, in a timely manner and authorizing the Chair to sign the MOU, or any amendments to the MOU, on behalf of OEFC.

n. Directing the development of an appropriate risk management framework and a risk management plan and arranging for risk-based reviews and audits of OEFC as needed.

o. Where applicable, ensuring that conflict of interest rules that OEFC is required to follow, as set out in Ontario Regulation 381/07 under PSOA, are in place for the Appointees.

p. Directing corrective action on the functioning or operations of OEFC, if needed.

q. Cooperating with and sharing any relevant information on any risk-based or periodic review directed by the Minister or TB/MBC.

r. Consulting, as appropriate, with stakeholders on OEFC's goals, objectives and strategic directions.

s. Providing advice to the Government, through the Minister, on issues within or affecting OEFC's mandate and operations.

8.4 Deputy Minister

The Minister recommends the designation of the Chair to the LGIC. Currently, the Deputy Minister is designated as Chair. There may be instances where this individual must provide advice to either the Board or the Minister, where advice to one of these parties might conflict with advice provided to the other party. The parties to this MOU are aware and understand the possibility of such conflict of interest.

The Deputy Minister is responsible for:

a. Advising and assisting the Minister regarding the Minister's oversight responsibilities for

OEFC, including informing the Minister of policy direction, policies and priorities of relevance to OEFC's mandate.

b. Advising the Minister on the requirements of the AAD, ensuring governance and accountability documents accurately adhere to the requirements of the AAD, and other directives that apply to OEFC.

c. Attesting to TB/MBC on OEFC's compliance with the mandatory accountability requirements set out in the AAD and other applicable directives, the government's operational policies and policy directions based on the annual letter of compliance from the Chair to the Minister to the best of their knowledge and ability.

d. Reporting/responding, within prescribed timelines, to TBS on compliance tracking.

e. Informing the CEO, in writing, of new government directives and any exceptions to, or exemptions in whole or in part from directives, government policies, or Ministry administrative policies.

f. Facilitating regular briefings and consultations with the Minister in the Deputy Minister's capacity as Chair, and between the Ministry staff and OFA staff as needed.

g. Meeting with OEFC's CEO at least quarterly on matters of mutual importance, including emerging issues and opportunities, Government priorities and progress on annual letter of direction, OEFC business plans and results and OEFC high risks and action plans.

h. Meeting with OEFC's CEO regularly and as required to discuss CoA exceptions and fraud instances and their related action plans.

i. Supporting the Minister in reviewing the performance targets, measures and results of OEFC.

j. Signing OEFC's MOU, acknowledging their responsibilities.

k. Undertaking reviews of OEFC as may be directed by the Minister.

l. Cooperating with any review of OEFC as directed by the Minister or TB/MBC.

m. Ensuring the review of and assessing OEFC's business plan and other reports.

n. Requesting information and data as needed to fulfill obligations under the AAD.

o. Monitoring OEFC on behalf of the Minister while respecting OEFC's authority, identifying needs for corrective action where warranted, and recommending to the Minister ways of resolving any issues that might arise from time to time.

p. Providing regular feedback to the Minister on the performance of OEFC.

q. Supporting Ministers and Minister's offices in monitoring and tracking upcoming and existing vacancies on the Board, particularly where there is a legislated minimum number of members and to maintain quorum.

r. Recommending to the Minister, as may be necessary, the evaluation or review, including a risk-based review, of OEFC or any of its programs, or changes to the management framework or operations of OEFC.

s. Ensuring that the Ministry and OEFC have the capacity and systems in place for on-going risk-based management, including appropriate oversight of OEFC.

t. Ensuring that OEFC has an appropriate risk management framework and a risk management plan in place for managing risks that OEFC may encounter in meeting its program or service delivery objectives.

u. Undertaking timely risk-based reviews of OEFC, its management or operations, as may be directed by the Minister or TB/MBC.

v. Submitting to the Minister, as part of the annual planning process, a risk assessment and management plan for each risk category, and for each business line (as applicable).

w. Consulting with OEFC's CEO, as needed, on matters of mutual importance including services provided by the Ministry and compliance with directives and Ministry policies.

x. Working with the CEO to address any issue that may arise.

y. Arranging for administrative, financial and other support to OEFC, as specified in this MOU.

8.5 Chief Executive Officer

The CEO is responsible for:

a. Being accountable to the Board, including where the CEO is appointed by the LGIC.

b. Managing the day-to-day operational, financial, analytical, and administrative affairs of OEFC in accordance with the mandate of OEFC, Appliable Government Directives, accepted business and financial practices, and this MOU.

c. Supporting the Chair and Board in meeting their responsibilities, including compliance with all applicable legislation, directives, policies, procedures and guidelines.

d. Advising the Chair on the requirements of and OEFC's compliance with the AAD, Appliable Government Directives and OEFC by-laws and policies, including annually attesting to the Chair on OEFC's compliance with mandatory requirements.

e. Attesting to the compliance of OEFC to Applicable Government Directives and supporting the Board by providing the statement of compliance of OEFC.

f. Ensuring that OEFC meets the requirements of the AAD.

g. Meeting with the Deputy Minister at least quarterly on matters of mutual importance, including: emerging issues and opportunities; government priorities and progress on annual letter of direction; OEFC business plans and results; and, OEFC high risks, the action plan and advice on corrective action as required.

h. Meeting with the Deputy Minister or an approved delegate regularly and as required to discuss CoA exceptions and fraud instances and their related action plans.

i. Keeping the Chair and Board informed of operational matters and the implementation of policy and the operations of OEFC.

j. Keeping the Ministry and the Chair advised on issues or events that may concern the Minister, the Deputy Minister and the Chair in the exercise of their responsibilities.

k. Translating the goals, objectives and strategic directions of the Board, as set out in the annual letter of direction, into operational plans and activities in accordance with OEFC's approved business plan.

l. Carrying out in-year monitoring of OEFC's performance and reporting on results to the Board directly or through the Chair.

m. Undertaking timely risk-based reviews of OEFC's management and operations.

n. Cooperating with a periodic review directed by the Minister or TB/MBC.

o. Signing OEFC's MOU, along with the Chair.

p. Preparing OEFC's annual report and business plan as directed by the Board.

q. Establishing and applying systems to ensure that OEFC operates within its approved business plan.

r. Providing leadership and financial resources management, in accordance with the approved business plan, accepted business and financial practices and standards, the Act and Applicable Government Directives.

s. Establishing and applying a financial management framework for OEFC in accordance with applicable Minister/Treasury Board controllership directives, policies and guidelines.

t. Applying policies and procedures so that public funds are used with integrity and honesty.

u. Ensuring that OEFC has the oversight capacity and an effective oversight framework in place for monitoring its management and operations.

v. Providing information and reporting as requested by the Minister, Deputy Minister, Ministry and/or TBS, and within timelines set out by the Minister, Deputy Minister, Ministry and/or TBS.

w. Establishing and applying OEFC's risk management framework and risk management plan in place.

x. Seeking support and advice from the Ministry, as appropriate, on OEFC management issues.

y. Establishing and applying a system for the retention of OEFC documents and for making such documents publicly available when appropriate, for complying with FIPPA and the Archives and Recordkeeping Act where applicable.

z. Carrying out effective public communications and relations for OEFC as required by the Communications Protocol set out in Appendix 1 to this MOU.

aa. Preparing financial reports for approval by the Board.

9. Ethical Framework

Appointees are subject to the conflict-of-interest provisions of the AAD and the conflict-of-interest provisions of PSOA and its regulations.

Appointees shall not use any information gained as a result of their appointment to or membership on the Board for personal gain or benefit. An Appointee who has reasonable grounds to believe that they have a conflict of interest in a matter before the Board, or a committee of the Board, shall disclose the nature of the conflict to the Chair at the first opportunity and shall refrain from further participation in the consideration of the matter. The Chair shall cause to be recorded in the minutes of the meeting of the Board any declared conflicts of interest.

The Chair, as the ethics executive for Appointees, is responsible for ensuring that Appointees of OEFC are informed of the ethical rules to which they are subject, including

the rules on conflict of interest, political activity and protected disclosure of wrongdoing that apply to the agency.

10. Reporting Requirements

10.1 Business Plan

a. The Chair will ensure that the Minister is provided annually with OEFC's business plan covering a minimum of three (3) years from the upcoming fiscal year, unless otherwise specified by TB/MBC, for approval by the Minister. The annual business plan shall be in accordance with the requirements set out in the AAD.

b. The draft annual business plan is to be submitted to the Ministry's chief administrative officer or designated equivalent no later than 90 calendar days prior to the beginning of OEFC's fiscal year start, and the Board-approved business plan is to be submitted to the Minister for approval no later than 30 calendar days prior to the beginning of OEFC's fiscal year.

c. The Chair will ensure that the business plan demonstrates OEFC's plans in fulfilling the government priorities set out in the annual letter of direction. When the business plan is submitted to the Minister for approval, an attestation memo from OEFC Chair must also be submitted that details how OEFC plans to achieve each Government priority.

d. The Chair is responsible for ensuring that OEFC's business plan includes a system of performance measures and reporting on the achievement of the objectives set out in the business plan. The system must include performance goals, how they will be achieved, and targeted results and timeframes.

e. The Chair will ensure that the business plan includes a risk assessment and risk management plan. This will assist the Ministry in developing its risk assessment and risk management plan information in accordance with the requirements of the AAD to assess risks, develop and maintain necessary records, and report to TB/MBC.

f. The Chair will ensure that the business plan includes an inventory of OEFC's artificial intelligence (AI) use cases in accordance with requirements of the Responsible Use of AI Directive.

g. The Chair will ensure that publicly posted business plans do not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets, information that would prejudice the financial or commercial interests of OEFC in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of OEFC. If necessary, this confidential information, included in the Minister-

approved business plan, may be redacted in the publicly posted version.

h. The Minister will review OEFC's annual business plan and will promptly advise the Chair whether or not they concur with the directions proposed by OEFC. The Minister may advise the Chair where and in what manner OEFC's plan varies from Government or Ministry policy or priorities as may be required, and the Chair, on behalf of the Board, will revise OEFC's plan accordingly. Business plans are only to be considered valid once the responsible Minister has approved the plan and the approval has been expressed in writing.

i. The Minister will approve or provide suggested changes to the business plan no later than 30 calendar days from the Minister's receipt of the report. In certain circumstances, Minister approval may be given to only certain portions of a business plan as submitted by an OEFC.

j. The parties acknowledge that TB/MBC may require the Minister to submit OEFC's business plan to TB/MBC for review at any time.

k. The Chair, through the CEO, will ensure that the Minister approved business plan is made available to the public in an accessible format (to comply with the Accessibility for Ontarians with Disabilities Act, 2005), in both official languages (to comply with the French Language Services Act), on the OEFC website no later than 30 calendar days from Minister's approval of the plan.

10.2 Annual Reports

a. The Chair will ensure that the Ministry is provided annually with OEFC's annual report. The annual report shall be in accordance with the requirements set out in the AAD.

b. The annual report is to be submitted to the Ministry no later than 90 calendar days from OEFC's receipt of the audited financial statement from the Auditor General, or within such date as provided for by an extension by the Minister under the Act.

c. The Chair will ensure that publicly posted annual reports do not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information, Cabinet confidential information, trade secrets, information that would prejudice the financial or commercial interests of OEFC in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of OEFC.

d. The Chair will ensure that the annual report demonstrates how OEFC has fulfilled the expectations and Government priorities set out in the annual letter of direction. When the annual report is submitted to the Minister for approval, an attestation memo from OEFC Chair must also be submitted that details how OEFC has achieved each

Government priority.

e. The Minister will approve the annual report no later than 60 calendar days from the Ministry's receipt of the report, and will table the report in the Legislative Assembly no later than 30 calendar days from approval.

f. The Chair, through the CEO, will ensure that the Minister-approved annual report is publicly posted in an accessible format (to comply with the Accessibility for Ontarians with Disabilities Act, 2005), in both official languages (to comply with the French Language Services Act), on the OEFC website after the report has been tabled in the Legislature and no later than 30 calendar days from Minister's approval of the report.

g. When distributing annual reports, digital formats and channels for distribution must be used unless otherwise required (e.g., by directive, legislation).

10.3 Other Reports

The Chair is responsible on behalf of the Board for:

a. Ensuring that all required reports and documents, including those set out in the AAD and the Act, are submitted for review and approval by the Minister in accordance with the prescribed timelines.

b. Supplying specific data and other information, at the request of the Minister or the Deputy Minister, that may be required from time-to-time.

11. Public Posting Requirements

a. OEFC, through the Chair on behalf of the Board, will ensure that the following approved governance documents are posted in an accessible format (to comply with the Accessibility for Ontarians with Disabilities Act, 2005), in both official languages (to comply with to the French Language Services Act), on the OEFC website no later than the specified timelines:

- Memorandum of understanding – 30 calendar days of signing by all parties
- Annual letter of direction – no later than the corresponding annual business plan
- Annual business plan – 30 calendar days of Minister's approval
- Annual report – 30 calendar days of Minister's approval (the report must first be tabled in the Legislature).

b. Posted governance documents should not disclose: personal information, sensitive employment and labour relations information, solicitor-client privileged information,

Cabinet confidential information, trade secrets or scientific information, information that would prejudice the financial or commercial interests of OEFC in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of OEFC

c. OEFC, through the Chair on behalf of the Board, will ensure that the expense information for Appointees is posted on the OEFC website in accordance with the requirements of the Travel, Meal and Hospitality Expenses Directive.

d. OEFC, through the Chair on behalf of the Board, will ensure that any other applicable public posting requirements are met.

12. Communications and Issues Management

The parties to this MOU recognize that the timely exchange of information on the plans, strategies, operations and administration of OEFC is essential for the Minister to meet their responsibilities for reporting and responding to the Legislative Assembly on the affairs of OEFC. The parties also recognize that it is essential for the Chair on behalf of the Board to be kept informed of Government initiatives and broad policy directions that may affect OEFC's mandate and functions.

The Minister and the Chair on behalf of the Board, therefore, agree that:

a. The Chair, and the CEO as necessary, will consult with the Minister, in a timely manner, of all planned announcements, events or issues, including contentious matters, that concern or can be reasonably expected to concern the Minister in the exercise of their responsibilities.

b. The Minister will advise the Chair, and the CEO as necessary, in a timely manner, as appropriate, on broad Government policy initiatives or legislation being considered by the Government that may impact on OEFC's mandate or functions, or which otherwise will have a significant impact on OEFC.

c. The Minister will advise the Chair, and the CEO as necessary, and the Chair will consult with the Minister on public communication strategies and publications. They will keep each other informed of the results of stakeholder and other public consultations and discussions as they relate to OEFC's mandate and functions.

d. The Minister and the Chair will meet at least quarterly on: Government and Ministry priorities for OEFC; OEFC, Board, and Chair performance; emerging issues and opportunities; OEFC high risks and action plans including direction on corrective action, as required; and OEFC business plan and capital priorities.

i. As a best practice, meetings are to be quarterly. The Minister may delegate some of the meetings to an associate Minister or parliamentary assistant. The Minister should meet with the Chair at least twice per year, with one meeting focused on OEFC, Board and Chair performance.

ii. If the Minister deems OEFC to be low risk, the Minister may reduce the number of meetings to twice a year, instead of quarterly, with one meeting focused on OEFC, Board, and Chair performance.

e. The Deputy Minister and the CEO will meet at least quarterly to discuss matters of mutual importance including: emerging issues and opportunities; Government priorities and progress on annual letter of direction; OEFC business plan and results; and OEFC high risks, the action plan and advice on corrective action as required.

    i. The Deputy Minister and the CEO shall provide timely information and advice to each other concerning significant matters affecting OEFC's management or operations.

f. OEFC and Ministry will comply with the Public Communications Protocol set out in Appendix 1 to this MOU for ongoing issues management, public communications and paid advertising.

13. Administrative Arrangements

13.1 Applicable Government Directives

a. The Chair, on behalf of the Board, is responsible for ensuring that OEFC operates in accordance with all Applicable Government Directives. This includes, but is not limited to, the list of directives and policies found on the InsideOPS Directives and Policies page.

b. The Ministry will inform OEFC of amendments or additions to legislation, Government directives, policies and guidelines that apply to OEFC; however, OEFC is responsible for complying with all legislation, government directives, policies and guidelines to which it is subject. Information on corporate direction is available on the InsideOPS Directives and Policies page.

c. All agencies are part of Government and are required to comply with legislation, government directives, policies and guidelines applicable to them. Further, agencies may be required to ensure that their directives and policies adhere to certain Government directives, policies and guidelines.

d. OEFC is considered an Other Included Entity under the OPS Procurement Directive and the Directive applies in part. OEFC must establish its own procurement policy as

set out in the OPS Procurement Directive.

13.2 Administrative and Organizational Support Services

a. All agencies are part of government and are required to comply with legislation, government directives, policies and guidelines applicable to them. Further, agencies may be required to ensure that their directives and policies adhere to certain government directives, policies and guidelines.

b. Subject to statutory requirements and applicable government directives, the Agency may establish its own administrative, financial, procurement, human resources and operational policies and guidelines, exercising sound business acumen and operational flexibility.

13.3 Agreements with Third Parties

OEFC has the capacity, rights, power and privileges of a natural person, subject to the limitations placed upon it by the Act or imposed by TB/MBC, to contract with third parties.

13.4 Legal Services

a. OEFC may obtain legal services from the OFA, Ministry of the Attorney General (MAG) or retain external legal counsel.
b. OEFC is not subject to MAG's Corporate Operating Policy on Acquiring and Using Legal Services

13.5 Creation, Collection, Maintenance and Disposition of Records

a. The Chair, on behalf of the Board, is responsible for ensuring that a system is in place for the creation, collection, maintenance and disposal of records.

b. The Board, through the Chair, is responsible for ensuring that OEFC complies with all Government legislation, directives and policies related to information and records management.

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

d. The Chair, on behalf of the Board, is responsible for ensuring measures are implemented requiring OFA employees, on behalf of OEFC, to create full, accurate and

reliable records that document and support significant business transactions, decisions, events, policies and programs.

13.6 Intellectual Property

a. The Chair, on behalf of the Board, is responsible for ensuring that the legal, financial and other interests of the Government related to intellectual property are protected in any contract that OEFC may enter with a third party that involves the creation of intellectual property.

13.7 Freedom of Information and Protection of Privacy

a. The Chair and the Minister acknowledge that OEFC is bound to follow the requirements set out in FIPPA in relation to the collection, retention, security, use, distribution, disclosure, access and correction and disposal of records.
b. The CEO is designated as the head of OEFC for the purposes of FIPPA.

13.8 Service Standards

The Chair shall ensure that the OFA and Ministry adhere to applicable customer services and quality standards on behalf of OEFC.

13.9 Diversity and Inclusion

a. OEFC, through the Chair on behalf of the Board, acknowledges the importance of promoting equity, inclusivity, accessibility, anti-racism and diversity within OEFC.

b. The Chair, on behalf of the Board, will support a diversity and inclusivity by:

    i. Adopting an inclusive process to ensure all voices are heard.

c. The Chair, on behalf of the Board, is responsible for ensuring that OEFC operates in accordance with the *Human Rights Code, Accessibility for Ontarians with Disabilities Act, 2005, French Language Services Act* and *Pay Equity Act.*

14. Financial Arrangements

14.1 General

All financial procedures for OEFC shall be in accordance with Applicable Government Directives, ministry and corporate financial and administrative policies and procedures.

a. When ordered to do so pursuant to section 16.4 of the FAA, OEFC shall pay into the Consolidated Revenue Fund any money that is determined to be surplus to its requirements.

b. Pursuant to section 28 of the FAA, OEFC shall not enter into any financial arrangement

or commitment, guarantee, indemnity or similar transaction that may increase, directly or indirectly, the indebtedness or contingent liabilities of the Government of Ontario without the approval of the Minister, unless the transaction is exempted from the application of section 28.

c. OEFC's approved operating and capital allocations may be adjusted in a given year if in-year fiscal constraints are ordered by Cabinet or the Minister. OEFC will be provided with notice of changes to its allocation as soon as is reasonably possible. Where OEFC must reallocate resources as a result of its operating and/or capital allocations being adjusted, OEFC shall inform and discuss the changes with the Ministry before making such changes.

d. OEFC will report to TBS when it has sought external advice on matters where: (i) the effectiveness of the advice depends on a particular accounting treatment or presentation in the financial statements; (ii) the outcome or consequences of the advice has or will have a material effect on the financial statements; and (iii) where there could be reasonable doubt as to the appropriateness of the related accounting treatment or presentation under the relevant financial reporting framework.

e. The CEO shall be responsible for providing the Ministry with the necessary documentation to support OEFC's expenditures.

14.2 Funding

a. OEFC shall maintain a bank account in its own name and manage its financial activities, including leasing, investment and management of cash in accordance with the OFA's policy directions.
b. OEFC fulfills its mandate of servicing and retiring the debt and other liabilities of the former Ontario Hydro by utilizing revenues and cash flows including:
    - Outstanding notes receivable from the Province, Ontario Power Generation Inc., and Independent Electricity System Operator, and the interest earned on these notes; and
    - Amounts payable to OEFC pursuant to statute;
c. In addition, the Province borrows and on-lends funds to OEFC as required.
d. It is understood that, pursuant to Minister's directives:
    - management of OEFC's debt, cash management, banking, accounting and financial reporting will be conducted on behalf of OEFC by the OFA.
    - The collection of amounts payable to OEFC under Parts V.1 and VI of the Act will be conducted by Ministry on behalf of OEFC.
e. OEFC will produce estimates of the cost of the above services to be included in its business plan. OEFC will deliver these estimates to the Minister in sufficient time to be reviewed and approved by the Minister. The estimates provided by OEFC may, after appropriate consultation with the Chair, be altered as required.

f. Pursuant to the Act, and despite the FAA, revenues received by OEFC do not form part of the Consolidated Revenue Fund. OEFC may deposit any revenue or other funds received in its own bank account.

14.3 Financial Reports

a. The Chair, on behalf of the Board, will provide to the Minister audited annual financial statements, and will include them as part of OEFC's annual report. The statements will be provided in accordance with instructions issued by the Office of the Provincial Controller Division.
b. OEFC will submit its salary information to the Ministry in accordance with the *Public Sector Salary Disclosure Act, 1996*.

14.4 Taxation Status: Harmonized Sales Tax (HST)

a. OEFC is responsible for complying with its obligations as a supplier under the federal Excise Tax Act to collect and remit HST in respect of any taxable supplies made by it.

b. OEFC is responsible for paying HST where applicable, in accordance with the Excise Tax Act (Canada).

c. OEFC is listed on Schedule A of the Canada-Ontario Reciprocal Taxation Agreement and may claim HST government rebates in respect of any HST paid or payable by OEFC, subject to any restrictions specified by Finance Canada.

d. OEFC will not claim an HST government rebate in respect of HST paid or payable by it for which it has claimed a refund, input tax credit or other rebate under the Excise Tax Act (Canada).

e. OEFC is responsible for providing the Ministry and/or the Canada Revenue Agency, upon request, with any information necessary to determine the amount of an HST government rebate.

f. OEFC is responsible for informing the Ministry within 30 days if its name is changed, it merges with another agency, its mandate or major activities are significantly changed, it undergoes a significant reorganization or change to its legal structure, and if it ceases operations or is dissolved.

g. In respect of any commercial activities, OEFC is entitled to claim input tax credits. OEFC is not entitled to claim any other HST government rebates.

h. OEFC is expected to claim any refunds, input tax credits or other rebates under the Excise Tax Act (Canada) for which it is eligible.

14.5 Realty

a. The Chair, on behalf of the Board, is responsible for ensuring that OEFC operates in accordance with the MBC Realty Directive, except in respect of any realty located on a reserve as defined in the Indian Act (Canada) and related authorizations.

b. Appendix B of the Realty Directive sets out the Mandatory Office Space Standards and Office Space Planning Practices that must be complied with when acquiring space for accommodation and program purposes.

c. The Chair recognizes that all lease agreements for provincial agencies without realty authority are under the administration and control of the Minister of Infrastructure.

15. Audit and Review Arrangements

15.1 Audits

a. Pursuant to section 80 of the Act, the Auditor General is the auditor of OEFC. The Auditor General audits OEFC's annual financial statements and reports the findings to the Board.

b. OEFC is subject to periodic review and value-for-money audit by the Auditor General of Ontario under the *Auditor General Act* or by the Ontario Internal Audit Division of TBS.

c. OEFC can request and/or must accept the provision of internal audit services by the Ontario Internal Audit Division in accordance with the Internal Audit Directive.

d. Regardless of any previous or annual external audit, the Minister or the Chair (on behalf of the Board) may direct that OEFC be audited at any time. The results of such audit should be shared by the Chair to the Minister in accordance with article 8.2.

e. OEFC will share all engagement reports (including those prepared by their own internal audit function and/or those reported to the agency's Chair) with the Minister and Deputy Minister (and when requested, with the President of the Treasury Board). OEFC will advise the respective Minister and Deputy Minister annually, at a minimum, on any outstanding recommendations/issues.

f. OEFC will share its approved audit plan with the Minister and Deputy Minister, (and when requested, with the President of the Treasury Board) to support understanding of OEFC risks.

g. The Chair, on behalf of the Board, may request an external audit of the financial transactions or management controls of OEFC, at OEFC's expense.

15.2 Other Reviews

OEFC is subject to periodic review initiated at the discretion and direction of TB/MBC or the Minister. The review may cover such matters relating to OEFC that are determined by TB/MBC or the Minister, and may include the mandate, powers, governance structure and/or operations of OEFC, including finance, and OEFC processes.

a. In requiring a periodic review, the Minister or TB/MBC shall determine the timing and responsibility for conducting the review, the roles of the Chair, the Board, and the Minister, and how any other parties are involved.

b. A mandate review of OEFC will be conducted at least once every six years. The date of the next review will be TBD.

c. The Minister will consult the Chair, on behalf of the Board, as appropriate during any such review.

d. The Chair, CEO and Board will cooperate in any review.

e. In the event of a review initiated at the direction of the Minister, the Minister shall submit any recommendations for change that are developed from the results of the review regarding OEFC to TB/MBC for consideration.

16. Appointments

16.1 Appointments

a. The Board shall be composed of at least two and not more than 12 directors appointed by the LGIC on the recommendation of the Minister for a term not exceeding three years, as set out in subsections 58(2) and (3) of the Act.

b. Appointees are generally identified from within the OPS. Occasionally, an individual who is on the Board at the time of their retirement from the OPS may be recommended for reappointment to the Board as a non-OPS member.

c. The Chair is designated by the LGIC, on the recommendation of the Minister, pursuant to subsection 58(4) of the Act. One or more vice-chairs may be designated by the LGIC on the recommendation of the Minister, pursuant to subsection 58(5) of the Act.

d. The Chair must utilize OEFC’s skills matrix and recruitment strategy in advising the Minister of any competency skills gaps on the Board and providing any recommendations for appointments or re-appointments, including advising the Minister on Appointee attendance and performance.

16.2 Remuneration

a. Remuneration for Appointees is set by the LGIC. Subject to the AAD, as set out in Order in Council 511/99, Appointees are remunerated at a per diem rate of $200.

b. Provincial agencies, including Appointees, must comply with the Travel, Meal and Hospitality Expenses Directive issued by MBC. Legitimate authorized expenses incurred during the course of government business shall be reimbursed. Expenses for Appointees under the Directive are subject to requirements for public disclosure of expense information.

17. Risk Management, Liability Protection and Insurance

17.1 Risk Management

Ministers and ministries are accountable for working with their provincial agencies to ensure effective management of risks. The Ministry and OEFC will meet to discuss agency high risks and action plans including direction on corrective action.

The Chair, on behalf of the Board, is responsible for ensuring that a risk management strategy is developed and in place for OEFC, in accordance with the AAD and the OPS Enterprise Risk Management Directive and Risk Management process.

OEFC shall ensure that the risks it faces are addressed in an appropriate manner.

17.1.1 Artificial Intelligence Risk Management

The Chair, on behalf of the Board, is responsible for ensuring that artificial intelligence (AI) risk management is undertaken in alignment with the principles and requirements of the Responsible Use of AI Directive.

a. OEFC shall implement AI risk management in alignment with the requirements outlined in Section 6.3 of the Responsible Use of Artificial Intelligence Directive.

    - OEFC shall ensure the management of technology risks in a documented and appropriate manner.

    - OEFC will identify threats and risks, assess their potential impact, severity and likelihood, and document the risks and actions taken to address them.

b. OEFC shall ensure that a business process exists for accountable executives to document their ongoing efforts to treat (resolve, mitigate, or accept) risks throughout the technology lifecycle.

c. OEFC shall publish a list of AI use cases as part of the Business Plan.

17.2 Liability Protection and Insurance

a. Ontario Regulation 115/99 under the Act provides that subsections 136(1) and (3) to (6) of the Business Corporations Act apply, with necessary modifications, to OEFC. Pursuant to a by-law approved by the Minister, the OFA shall indemnify Appointees, officers and others in the circumstances described therein.

b. OEFC may purchase and maintain insurance coverage as warranted.

18. Compliance and Corrective Actions

a. Open and consistent communication between provincial agencies and their responsible ministry helps ensure that Government priorities and direction are clearly understood and helps to manage risks or issues as they arise.

b. Situations may arise through the course of monitoring where corrective action is required. Corrective action refers to the steps taken to remedy non-compliance with this directive. Corrective action supports agencies in delivering on desired outputs and/or outcomes, and meeting the terms and conditions established by this directive.

c. If a Ministry initiates corrective action, it must be progressive in nature and in proportion to the risk associated with the degree of non-compliance. The degree of corrective action should only be increased if the agency's non-compliance continues. It is important that ministries document all actions, and provide timely and clear communication to the agency Chair or senior executives relating to potential corrective actions. This may include letters of direction by the accountable Minister and/or the President of the Treasury Board as required.

d. Before engaging in more severe corrective actions, Ministries must consult with TBS and legal counsel.

19. Effective Date, Duration and Review of the MOU

a. This MOU becomes effective on the date it is signed by the Minister as the last party to execute it ("Original Effective Date") and continues in effect until it is revoked or replaced by a subsequent MOU signed by the parties.

b. A copy of the signed MOU and any successor MOU must be provided to the Secretary, TB/MC no later than seven calendar days from being signed.

c. Upon a change in Minister, Deputy Minister, Chair or CEO of OEFC, the newly appointed individual must review and sign this MOU no later than four months from the new appointment.

Signatures

I acknowledge my role and the requirements as set out in this MOU and the AAD.

Deputy Minister
Ministry of Finance

November 14, 2025

Date

I acknowledge my role and the requirements as set out in this MOU and the AAD.

	October 1, 2025
OEFC Chief Executive Officer	Date

Appendix 1: Public Communications Protocol

1. Purpose

   The communications protocol sets out a framework for the ministry and agency to collaborate on public communications opportunities led by the agency.
   The communications protocol applies to both the agency's implementation of its legislated mandate and the promotion of the work it does. It will also support the minister's accountability to the Legislative Assembly 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 or interview to be broadcast
      - Printed form, such as a hard copy report
      - Electronic form, such as a posting to a website
      - Paid advertising, such as digital or print campaign.

   b. "Capital markets communications" means public communications that relate, or are relevant to, capital markets activities within the mandate of the OFA or the services it provides to OEFC.

   c. A "contentious issue" is a matter that is, or may reasonably be expected to be, of concern to the Legislative Assembly or the public, or is likely to result in inquiries being directed to the minister or government. Contentious issues may be raised by:

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

3. The agency will comply with the TB/MBC Visual Identity Directive.

4. The ministry and the agency will appoint persons to serve as public communications "leads".

    - The ministry lead is the Director, Communications, Ministry of Finance.

    - The agency lead is the Director, Corporate Affairs, OFA.

5. For the purpose of this protocol, public communications other than capital markets communications are divided into three categories:

    a. **Media responses or communications products related to the routine business** of the agency and its programs that **do not** have direct implications for either the ministry or the government, or could not be considered a government priority.

        - Media responses, news releases or other communications products are to be shared with the ministry lead on an appropriate and timely cadence (i.e., daily) who will circulate as appropriate to other individuals within the ministry.

        - **Note:** Funding related announcement are not considered routine business and must be escalated to category B. Contentious issues must be escalated to category C.

    b. **Communications products and/or plans where provincial or ministerial messaging on government priorities would enhance the agency's or the government's profile**, or would provide opportunities for local government announcements

        - **For all non-contentious items that might generate media interest**, the agency lead will notify the ministry lead of upcoming communications plans and products a minimum of three (3) business weeks in advance.

        - **For non-contentious items which provide government messaging opportunities** or involve funding announcements, the agency must request approval of communications products seven (7) business days prior to the date required.

        - **Final approval** is required from the minister's office and will be sought via the ministry lead. If the agency were not to receive comments or approval from the minister's office or ministry lead within forty-eight (48) hours of the date on which the item is to be issued, the agency should escalate a follow-up, noting that they will proceed accordingly.

- **Non-contentious media responses** are to be shared with the ministry lead on an appropriate and timely cadence (i.e., daily) who will circulate as appropriate to other individuals within the ministry. Contentious media responses follow the process below.

c. **Contentious issues, media responses, and news releases** that may have direct implications for either the ministry or the government, or are likely to result in inquiries being directed to the minister or government.

- The agency lead will notify the ministry lead immediately upon becoming aware of the issue and will notify the minister's office simultaneously. The ministry lead may also advise the agency of contentious issues that require attention. The agency will provide all required background information on the issue to the ministry lead, who will arrange to have a contentious issues note prepared.

- The agency must obtain ministry approval prior to issuing media responses or news releases in this category. The agency lead will provide the media response or news releases to the ministry lead who will initiate the approval process within the ministry.

- Final approval on media responses and news releases in this category is required from the minister's office.

6. Capital markets communications shall be managed by the OFA. The OFA shall comply with the requirements of paragraph 5(c) in respect of any capital markets communications which would otherwise be described in that paragraph.

7. Advertising, including capital markets communications

- To deliver on the long-range demands of planning advertising, the agency will provide the ministry with its annual marketing plan three (3) months in advance of its start date (on the agency's fiscal year).

- Agency to share campaign briefs with the ministry a minimum of two (2) weeks in advance of briefing creative/media (agency) partners. Ministry to ensure alignment on campaign objectives and messaging.

- Advertising materials and campaigns can be reviewed by the ministry's MO.

- Final messaging and creative to be shared with the ministry at least two (2) weeks before going live.