

Memorandum of Understanding
Between
Minister of Agriculture, Food and Rural Affairs
and
Chair of Ontario Food Terminal Board

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

1. Purpose

- a. The purpose of this memorandum of understanding (MOU) is to:
 - Establish the accountability relationships between the Minister of Agriculture, Food and Rural Affairs and the Chair of the Ontario Food Terminal Board on behalf of the agency.
 - Clarify the roles and responsibilities of the minister, the Chair, the Deputy Minister, the General Manager and the Agency's Board.
 - Clarify the operational, administrative, financial, staffing, auditing and reporting arrangements between the Ontario Food Terminal Board and the Ministry of Agriculture, Food and Rural Affairs.
- b. This MOU should be read together with the *Ontario Food Terminal Act*. This MOU does not affect, modify or limit the powers of the agency as set out under 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 dated August 28, 2017.

2. Definitions

In this MOU, the following terms will have the meanings set out below:

- a. "AAD" means the Treasury Board/Management Board of Cabinet Agencies & Appointments Directive;
- b. "*Act*" means the *Ontario Food Terminal Act*, R.S.O. 1990, c. O. 15;
- c. "Agency" means the Ontario Food Terminal Board;
- d. "Annual Business Plan" means the annual business plan described under article 10.1 of this MOU;
- e. "Annual Report" means the annual report referred to in article 10.2 of this MOU;
- f. "Applicable Government Directives" means the government directives, policies, standards and guidelines that apply to the agency, as may be amended or replaced from time to time, which are listed in Appendix 2 to this MOU;
- g. "Appointee" means a member of the Board appointed to the Agency by the Lieutenant Governor in Council;
- h. "Board" means the board of directors of the Ontario Food Terminal Board;

- i. "Chair" means the Chair of the Ontario Food Terminal Board;
- j. "Constituting instrument" means the [act, regulation or order in council] that established the agency;
- k. "Deputy Minister" means the Deputy Minister of the Ministry of Agriculture, Food and Rural Affairs;
- l. "*Executive Council Act*" means the *Executive Council Act*, R.S.O. 1990, c. E. 25;
- m. "*FAA*" means the *Financial Administration Act*, R.S.O. 1990, c. F. 12;
- n. "*FIPPA*" means the *Freedom of Information and Protection of Privacy Act*, R.S.O. 1990, c. F.31;
- o. "Fiscal Year" means the period from April 1 to March 31 the following year;
- p. "General Manager" means the manager appointed under the Act;
- q. "Government" means the Government of Ontario;
- r. "MBC" means the Management Board of Cabinet;
- s. "Member" means a member of the Agency's Board;
- t. "Minister" means the Minister of Agriculture, Food and Rural Affairs 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. "Minister of Finance" means the Minister of Finance or such other person who may be designated from time to time under the *Executive Council Act*;
- v. "Ministry" means the Ministry of Agriculture, Food and Rural Affairs and includes any successor to the ministry;
- w. "MOU" means this memorandum of understanding, as signed by the Minister and the Chair;
- x. "President Treasury Board" means the President of the Treasury Board or such other person who may be designated from time to time under the *Executive Council Act*;
- y. "PSC" means the Public Service Commission;
- z. "*PSOA*" means the *Public Service of Ontario Act, 2006*, S.O. 2006, c. 35, Schedule A;
- aa. "TBS" means the Treasury Board Secretariat;
- bb. "TB/MBC" means the Treasury Board/Management Board of Cabinet.

3. Agency's Legal Authority and Mandate

- a. The Ontario Food Terminal Board is established pursuant to section 2(1) of the *Ontario Food Terminal Act*.
- b. The legal authority of the Agency is set out in the Act.
- c. The Agency's mandate is set out in section 4 the Act which provides that the Agency's mandate is to acquire, construct, equip and operate a wholesale market primarily for agricultural products in the City of Toronto or the Regional Municipality of York, known in English as the Ontario Food Terminal and in French as Marché des produits alimentaires de l'Ontario, and to acquire and operate such facilities for the transportation and handling of agricultural products as may be necessary for the purposes of the Terminal; and to do such other acts as may be necessary or expedient for the carrying out of its operations and undertakings. The Agency 's mandate also includes the role to promote local food within the meaning of the *Local Food Act*, 2013;

4. Agency Type and Public Body Status

- a. The Agency is designated as a board governed provincial agency under the AAD.
- b. The Agency is prescribed as a public body in accordance with Ontario Regulation 146/10 under the *PSOA*. It is not organizationally part of the Ministry, but it is considered to be within government.

5. Corporate Status and Crown Agency Status

- a. The Agency is a Crown agency within the meaning of the *Crown Agency Act*.
- b. The Agency has the capacity, rights, power and privileges of a natural person for carrying out its objects, subject to the limitations placed upon it under the *Act* and/or limitations imposed by TB/MBC.

6. Guiding Principles

The parties agree to the follow principles:

- a. The Minister recognizes that the agency exercises powers and performs duties in accordance with its legal mandate under the Act.
- b. The Minister recognizes the Agency plays a meaningful role in the development of the policies and programs of the Government of Ontario, as well as in the implementation of those policies and delivery of programs.

- c. The Board acknowledges it is accountable, through the Minister, to the Legislative Assembly in exercising its mandate. Accountability is a fundamental principle to be observed in the management, administration and operations of the Agency. The Board acknowledges it is accountable to the Minister, through the Chair, for governance and oversight of the Agency.
- d. As an Agency of the Government, the Agency conducts itself according to the management principles of the Government. These principles include ethical behaviour; prudent, effective and lawful use of public resources; fairness; high quality service to the public; and openness and transparency to the extent allowed under the law.
- e. The Minister and the Board, through the Chair are committed to a strong Agency that is empowered to fulfill its statutory mandate efficiently and effectively. They share the goal of establishing and maintaining a co-operative relationship that facilitates the efficient administration of the agency and fulfillment of its statutory responsibilities.
- f. The Agency and the Ministry agree to avoid duplication of services wherever possible.
- g. The Agency and the Ministry will work together in a mutually respectful manner.

7. Accountability Relationships

7.1 MINISTER

The Minister is accountable:

- a. To Cabinet and the Legislative Assembly for the Agency's fulfilment of its mandate and its compliance with Government policies and for reporting to the Legislative Assembly on the Agency's affairs.
- b. For reporting and responding to TB/MBC on the Agency's performance and compliance with Government's applicable directives and operational policies.
- c. To the Cabinet for the performance of the Agency 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 the Agency'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 TB/MBC, PSC and Government directives.

- b. For reporting to the Minister, as requested, on the Agency'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 the Agency.
- d. To the minister to confirm the agency's compliance with legislation, directives, and accounting and financial policies.

7.3 BOARD

The Board is accountable, through the Chair, to the Minister for the oversight and governance of the Agency; setting goals, objectives and strategic direction for the Agency within its mandate; and for carrying out the roles and responsibilities assigned to it by the *Act*, this MOU, and applicable TB/MBC, PSC and other Government directives.

7.4 DEPUTY MINISTER

The Deputy Minister is accountable to the Secretary of the Cabinet and the Minister for the performance of the Ministry in providing administrative and organizational support to the Agency and for carrying out the roles and responsibilities assigned by the Minister, the *Act*, this MOU, and applicable TB/MBC, PSC and Government directives.

The Deputy Minister is also accountable for attesting to TB/MBC on the Agency's compliance with applicable TB/MBC directives.

7.5 GENERAL MANAGER

The General Manager is accountable to the Board for the management and administration of the Agency, the supervision of agency staff, and carrying out the roles and responsibilities assigned by the Board, the Agency's constituting instrument, this MOU and Government directives. The General Manager works under the direction of the Chair to implement policy and operational decisions. The General Manager reports the agency's performance results to the Board, through the Chair.

8. Roles and Responsibilities

8.1 MINISTER

The Minister is responsible for:

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

- b. Reporting and responding to TB/MBC on the Agency's performance and compliance with applicable TB/MBC directives, the Government's operational policies and policy directions.
- c. Recommending to TB/MBC, where required, the merger, any change to the mandate, or dissolution of the Agency.
- d. Recommending to TB/MBC the powers to be given to, or revoked from, the Agency when a change to the Agency's mandate is being proposed.
- e. Meeting with the Chair to discuss issues relating to the fulfilment of the Agency's mandate.
- f. Working with the Chair to develop appropriate measures and mechanisms related to the performance of the Agency.
- g. Review the advice or recommendation of the Chair on candidates for appointment or re-appointment to the Board.
- h. Making recommendations to Cabinet and the Lieutenant Governor in Council for appointments and reappointments to the Agency, pursuant to the process for agency appointments established by legislation and/or by MBC through the AAD.
- i. Determining at any time the need for a review or audit of the Agency, directing the Chair to undertake reviews of the Agency on a periodic basis, and recommending to TB/MBC any change(s) to the governance or administration of the Agency resulting from any such review or audit.
- j. When appropriate or necessary, taking action or directing the Agency take corrective action with respect to the Agency's administration or operations.
- k. For receiving the Agency's Annual Report and approving the Annual Report within 60 calendar days of receiving it.
- l. For tabling the Annual Report in the Legislative Assembly within 30 calendar days of approving it.
- m. For ensuring the Agency's Annual Report is made available to the public after it is tabled and within 30 calendar days of approving it.
- n. Informing the Chair of the Government's priorities and broad policy directions for the Agency.
- o. Consulting, as appropriate, with the Chair (and others) on significant new directions or when the Government is considering regulatory or legislative changes for the Agency.
- p. Developing the Agency's MOU with the Chair, as well as any amendments to it, and signing the MOU into effect after it has been signed by the Chair.

- q. Reviewing and approving the Agency's annual business plan.
- r. Recommending to TB/MBC any provincial funding to be allocated to the Agency.
- s. Outlining the high-level expectations, key commitments and performance priorities for the Agency at the beginning of the annual business planning cycle through the Agency mandate letter.

8.2 CHAIR

The Chair is responsible to support the Board for:

- a. Providing leadership to the Agency by working with the Board to set the goals, objectives and strategic directions within its mandate.
- b. Providing leadership to the Agency's Board and ensuring the Board carries out its responsibilities for decisions regarding the Agency
- c. Chairing meetings of the Board, including the management of the Board's agenda.
- d. Reviewing and approving claims for per diems and travel expenses for Appointees.
- e. Seeking strategic policy direction for the Agency from the Minister.
- 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 her responsibilities relating to the Agency.
- g. 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 the Agency's mandate, powers or responsibilities as set out under the *Act*.
- h. Reporting to the Minister as requested on the Agency's activities within agreed upon timelines, including an annual letter confirming the Agency's compliance with all applicable legislation, directives, and accounting and financial policies.
- i. Ensuring the Agency operates within its approved budget allocation in fulfilling its mandate and that public funds are used for the purpose intended with integrity and honesty.
- j. Developing the Agency's MOU with the Minister, as authorized by the Board, and signing it on behalf of the Board.
- k. Submitting the Agency's annual business plan, budget, Annual Report and financial reports, on behalf of the Board, to the Minister in accordance with the timelines specified in the applicable TB/MBC and Government directives, and Appendix 1 of this MOU.

- l. Providing the Minister, the Minister of Finance and the President of TB with a copy of every audit report, a copy of the Agency's response to each report, and any recommendation in the report.
- m. Advising the Minister annually on any outstanding audit recommendations per direction of the Board.
- n. Ensuring Members are informed of their responsibilities under the *PSOA* with regard to the rules of ethical conduct, including the political activity rules.
- o. Ensuring appropriate management systems are in place (financial, information technology, human resources) for the effective administration of the Agency.
- p. Carrying out effective public communications and relations for the Agency as its chief spokesperson.
- q. Cooperating with any review or audit of the Agency directed by the Minister or TB/MBC.
- r. Fulfilling the role of ethics executive for public servants who are Appointees, promoting ethical conduct and ensuring that all members of the agency are familiar with the ethical requirements of the *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.
- s. Keeping the Minister informed of upcoming appointment vacancies and providing recommendations for appointments or re-appointments.
- t. Ensuring compliance with legislative and TB/MBC policy obligations.

8.3 BOARD

The Board is responsible for:

- a. Evaluating the performance of the General Manager pursuant to performance criteria established by the Board and the Chair.
- b. Ensuring that the responsibilities for the institution head are carried out as set out in Regulation 460 for the purposes of *FIPPA*.
- c. Establishing the goals, objectives, and strategic directions for the Agency within its mandate as defined by the *Act*, Government policies as appropriate and this MOU.
- d. Governing the affairs of the Agency within its mandate as set out in the *Act*, its annual business plan as described in section 10.1 of this MOU, and the policy parameters established and communicated in writing by the Minister.

- e. Directing the development of and approving the Agency's business plans for submission to the Minister within the timelines agreed upon with the Ministry or set out in this MOU.
- f. Directing the preparation of and approving the Agency's Annual Reports for tabling in the Legislative Assembly within the timelines established by the *Act* or the AAD, as applicable.
- g. Making decisions consistent with the business plan approved for the Agency and ensuring the Agency operates within its budget allocation.
- h. Ensuring the Agency uses public funds with integrity and honesty, and only for the business of the Agency based on the principle of value for money, and in compliance with applicable legislation and TB/MBC directives.
- i. Ensuring the Agency is governed in an effective and efficient manner according to accepted business and financial practices, and in accordance with applicable TB/MBC directives.
- j. Establishing such board committees or oversight mechanisms as may be required to advise the board on effective management, governance or accountability procedures for the Agency.
- k. Approving the Agency's MOU, and any amendments to the MOU, in a timely manner and authorizing the Chair to sign the MOU, or any amendments to the MOU, on behalf of the Agency.
- l. Approving the Agency's reports and reviews that may be requested by the Minister from time to time for submissions to the minister within agreed upon timelines.
- m. Directing the development of an appropriate risk management framework and a risk management plan and arranging for risk-based reviews and audits of the Agency as needed.
- n. Where applicable, ensuring conflict of interest rules that the Agency is required to follow, as set out in Ontario Regulation 381/07, are in place for the Members and employees of the Agency.
- o. Establishing performance measures, targets and management systems for monitoring and assessing the Agency's performance.
- p. Directing corrective action on the functioning or operations of the Agency, 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 the Agency's goals, objectives and strategic directions.

- s. Providing advice to the government, through the Minister, on issues within or affecting the Agency's mandate and operations.
- t. Setting and reporting on the strategic direction for the Agency according to the Minister's Agency mandate letter, Agency's proposed business plan, and the Agency's Annual Report.
- u. Appointing a General Manager, after receiving approval of the Minister, and set out performance objectives and remuneration terms linked to these objective for the General Manager which give due weight to the proper management and use of public resources

8.4 DEPUTY MINISTER

The Deputy Minister is responsible for:

- a. Advising and assisting the Minister regarding the Minister's responsibilities for the Agency, including informing the Minister of policy direction, policies and priorities of relevance to the Agency's mandate.
- b. Advising the Minister on the requirements of the AAD, and other directives that apply to the Agency.
- c. Recommending to the Minister, as may be necessary, the evaluation or review, including a risk-based review, of the Agency or any of its programs, or changes to the management framework or operations of the Agency.
- d. Facilitating regular briefings and consultations between the Chair and the Minister and between Ministry staff and Agency staff as needed.
- e. Attesting to TB/MBC on the Agency's compliance with the mandatory accountability requirements set out in the AAD and other applicable TB/MBC directives, the Government's operational policies and policy directions based on the annual letter of compliance from the Agency Chair to the Minister.
- f. Ensuring the Ministry and the Agency have the capacity and systems in place for on-going risk-based management, including appropriate oversight of the Agency.
- g. Ensuring the Agency has an appropriate risk management framework and a risk management plan in place for managing risks that the Agency may encounter in meeting its program or service delivery objectives.
- h. Undertaking timely risk-based reviews of the Agency, its management or operations, as may be directed by the Minister or TB/MBC.
- i. Establishing a framework for reviewing and assessing the Agency's business plans and other reports.

- j. Supporting the Minister in reviewing the performance targets, measures and results of the Agency.
- k. Advising the Minister on documents submitted by the Agency to the Minister for review or approval, or both.
- l. Submitting to the Minister, as part of the annual planning process, a risk assessment and management plan for each risk category for the Agency.
- m. Undertaking reviews of the Agency as may be directed by the Minister.
- n. Cooperating with any review of the Agency as directed by the Minister or TB/MBC.
- o. Monitoring the Agency on behalf of the Minister while respecting the Agency'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. Negotiating a draft MOU with the Chair of the Agency, as well as any amendments to the MOU, as directed by the Minister.
- q. Consulting with the Agency's General Manager or Chair, as needed, on matters of mutual importance including services provided by the Ministry and compliance with TB/MBC directives and Ministry policies.
- r. Meeting with the Chair or General Manager as needed or as directed by the Minister, or on the request of the Chair or General Manager.
- s. Arranging for administrative, financial and other support to the Agency, as specified in this MOU.
- t. Reporting to TBS on the Agency and Ministry's compliance with the AAD, as required.
- u. Informing the Chair or General Manager, in writing, of new Government directives and any exceptions to, or exemptions in whole or in part from TB/MBC directives, government policies, or Ministry administrative policies.
- v. When required, submitting a report to the Secretary of TB/MB on the wind-down of the Agency, following the disposition of any assets, completion of any outstanding responsibilities by the Agency, and the termination of any appointments.

8.5 GENERAL MANAGER

The General Manager is responsible for:

- a. Managing the day-to-day operational, financial, analytical, and administrative affairs of the Agency in accordance with the Agency's mandate, TB/MBC and Government directives, accepted business and financial practices, and this MOU.

- b. Advising the Chair on the requirements of and the Agency's compliance with the AAD, as well as other TB/MBC and government directives and policies, and agency by-laws and policies, including annually attesting to the Chair on the Agency's compliance with mandatory requirements.
- c. Applying policies and procedures so that public funds are used with integrity and honesty.
- d. Providing leadership and management to the Agency staff, including human and financial resources management, in accordance with the approved business plan, accepted business and financial practices and standards, the *Act*, and Government directives.
- e. Establishing and applying a financial management framework for the Agency in accordance with applicable Minister of Finance/Treasury Board controllership directives, policies and guidelines.
- f. Translating the goals, objectives and strategic directions of the Board into operational plans and activities in accordance with the Agency's approved business plan.
- g. Ensuring the Agency has the oversight capacity and an effective oversight framework in place for monitoring its management and operations.
- h. Keeping the Board, through the Chair, informed with respect to implementation of policy and the operations of the Agency.
- i. Establishing and applying systems to ensure that the Agency operates within its approved business plan.
- j. Establishing and applying the Agency's risk management framework and risk management plan in place as directed by the Chair.
- k. Supporting the Chair and Board in meeting their responsibilities, including compliance with all applicable legislation, directives, policies, procedures and guidelines.
- l. Carrying out in-year monitoring of the Agency's performance and reporting on results to the to the Board through the Chair.
- m. 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.
- n. Seeking support and advice from the Ministry, as appropriate, on Agency management issues.

- o. Establishing and applying a system for the retention of Agency documents and for making such documents publicly available when appropriate, for complying with the *FIPPA* and the Archives and Recordkeeping Act, 2006 where applicable.
- p. Undertaking timely risk-based reviews of the Agency's management and operations.
- q. Consulting with the Deputy Minister as needed, on matters of mutual importance, including services providing by the Ministry, and on TB/MBC and Government directives and Ministry policies.
- r. Cooperating with a periodic reviews of the Agency directed by the Minister or TB/MBC.
- s. Fulfilling the role of ethics executive for public servants, other than government appointees, who work in the Agency.
- t. Promoting ethical conduct and ensuring that all members of the agency are familiar with the ethical requirements of the *PSOA* and the regulations and directives made under that Act, including in respect of conflict of interest, political activity, and the protected disclosure of wrongdoing.
- u. Keeping the Board, through the Chair, informed about operational matters.
- v. Preparing the Agency's Annual Reports and business plans as directed by the Board.
- w. Preparing financial reports for approval by the board.
- x. Preparing, for approval by the Board, a performance review system for staff and implementing the system.
- y. Attesting to the compliance of the Agency to applicable directives and policies and support the Board to provide the stating of compliance of the Agency.

9. Ethical Framework

Members of the Board who are appointed by the Lieutenant Governor in Council are subject to the conflict of interest provisions of the AAD and the conflict of interest provisions of the *PSOA* and its regulations.

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

The Chair, as the ethics executive for the Agency, is responsible for ensuring Appointees 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 the Minister is provided annually with the Agency's business plan covering a minimum of three (3) years from the upcoming Fiscal Year, which includes a financial budget and a risk assessment and management plan, for approval by the Minister. The annual business plan shall be in accordance with the requirements set out in the AAD.
- b. The annual business plan is to be submitted to the Ministry's chief administrative officer or designated equivalent within three months prior to the Agency's Fiscal Year-start.
- c. The Chair is responsible for ensuring that the Agency'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.
- d. The Chair will ensure that the business plan includes a risk assessment and risk management plan to 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.
- e. 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 the Agency in the marketplace, and information that would otherwise pose a risk to the security of the facilities and/or operations of the Agency.
- f. The Minister will review the Agency's annual business plan and will promptly advise the Chair whether the Minister concurs with the directions proposed by the Agency. The Minister may advise the Chair where and in what manner the Agency's plan varies from Government or Ministry policy or priorities as may be required, and the Chair, on behalf of the Board, will revise the Agency's plan accordingly. Business plans are only to be considered valid once the Minister has approved the plan and the approval has been expressed in writing.

- g. In addition, TB/MBC may require the Minister to submit the Agency's business plan to TB/MBC for review at any time.
- h. The Chair, through the General Manager, will ensure that its Minister-approved business plan is made available to the public in an accessible format, in both official languages, on the Agency website within 30 calendar days of Minister's approval of the plan.

10.2 ANNUAL REPORT

- a. The Chair is responsible for ensuring that the Agency's Annual Report is prepared and submitted to the Minister for approval within 90 calendar days of completing the financial audit.
- b. The minister will, within 30 calendar days of approval, table the report in the Legislative Assembly.
- c. The Chair, through the General Manager, will ensure that its annual report is publicly posted in an accessible format, in both official languages, on the Agency website after the report has been tabled in the Legislature and within 30 calendar days of Minister approval.
- d. 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 the reports and documents set out in Appendix 1 to this MOU 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 for the purpose of the Ministry's administration.

11. Public Posting Requirements

- a. The Agency, through the Chair, acting on behalf of the Board, will ensure the following approved governance documents are posted in an accessible format, in both official languages, on the Agency website within the specified timelines:
 - MOU and any letter of affirmation – within 30 calendar days of signing by both parties.
 - Agency mandate letter – no later than the corresponding business plan.
 - Annual Business plan – within 30 calendar days of Minister's approval.

- Annual Report – within 30 calendar days of the 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 Agency’s financial or commercial interests in the marketplace, and information that would otherwise pose a risk to the security of the Agency’s facilities and/or operations.
- c. The Agency, through the Chair, acting on behalf of the Board, will ensure the expense information for Appointees and senior management staff are posted on the Agency or Ministry website, in accordance with the requirements of the MBC Travel, Meal and Hospitality Expenses Directive.
- d. The Agency, through the Chair, acting on behalf of the Board, will ensure any other applicable public posting requirements are met.

12. Communications and Issues Management

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

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

- a. The Chair will keep the Minister advised, in a timely manner, of all planned events or issues, including contentious matters, that concern or can be reasonably expected to concern the Minister in the exercise of her responsibilities.
- b. The Minister will consult with the Chair in a timely manner, as appropriate, on broad Government policy initiatives or legislation being considered by the Government that may impact on the Agency’s mandate or functions, or which otherwise will have a significant impact on the Agency.
- c. The Minister and the Chair will consult with each other on public communication strategies and publications. They will keep each other informed of the results of stakeholder and other public consultations and discussions.
- d. The Minister and the Chair will meet annually or when requested by either party, to discuss issues relating to the fulfillment of the Agency’s mandate, management and operations.

- e. The Deputy Minister and the General Manager will meet annually or when requested by either party, to discuss issues relating to the delivery of the Board's mandate and the efficient operation of the Agency. The Deputy Minister and the General Manager shall provide timely information and advice to each other concerning significant matters affecting the Agency's management or operations.
- f. The Agency and Ministry will adhere to the Public Communications Protocol set out in Appendix 3 to this MOU for ongoing issues management.

13. Administrative Arrangements

13.1 APPLICABLE GOVERNMENT DIRECTIVES

- a. The Chair, acting on behalf of the Board, is responsible for ensuring the Agency operates in accordance with all applicable TB/MBC, PSC and Government directives, as well as applicable ministry financial and administrative policies and procedures. Appendix 2 to this MOU provides a list of applicable directives and policies.
- b. The Ministry will inform the Agency of amendments or additions to directives, policies and guidelines that apply to the Agency; however, the Agency is responsible for complying with all directives, policies and guidelines to which it is subject.
- c. In addition to complying with the MBC Realty Directive, the Agency shall comply with the Ministry of Government Services' Realty Policy including any appendices to this policy when acquiring space for accommodation and program purposes. The Ministry will ensure that the agency is provided with any updates to this policy.

13.2 ADMINISTRATIVE AND ORGANIZATIONAL SUPPORT SERVICES

The Ministry provides no administrative or organization support to the Agency.

13.3 LEGAL SERVICES

The Agency is identified as exempt under the Ministry of the Attorney General's (MAG) Corporate Operating Policy on Acquiring and Using Legal Services (PSR Policy) and retains its own legal counsel.

13.4 CREATION, COLLECTION, MAINTENANCE AND DISPOSITION OF RECORDS

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

- b. The Board, through the Chair, is responsible for ensuring the Agency complies with all Government legislation, directives and policies related to information and records management.
- c. The General Manager, the Chair and the Board shall protect the legal, fiscal and other interests of the Agency by implementing reasonable measures to ensure the ongoing viability, integrity, preservation and security of all official records created, commissioned or acquired by the Agency. This includes all electronic records, such as emails, information posted on the Agency's website(s), database data sets, and all records stored on personal computers and shared drives.
- d. The Chair, acting on behalf of the Board, is responsible for ensuring measures are implemented requiring the Agency's employees to create full, accurate and reliable records that document and support significant business transactions, decisions, events, policies and programs.
- e. The Board, through the Chair, is responsible for ensuring that the agency complies with the *Archives and Recordkeeping Act, 2006, S.O. 2006, Chapter 34 Schedule A*.

13.5 INTELLECTUAL PROPERTY

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

13.6 FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY

- a. The Chair and the Minister acknowledge the Agency is bound to follow the requirements set out in the *FIPPA* in relation to the collection, retention, security, use, distribution and disposal of records.
- b. The Chair is the institution head for the purposes of the *FIPPA*.

13.7 SERVICE STANDARDS

- a. The Agency shall establish customer service and quality standards that are consistent with the appropriate standards of the Government, the Ministry and the Ontario Public Service.
- b. The Chair will ensure the Agency delivers its services at a quality standard that reflects the principles and requirements of the Ontario Public Service Directive.

- c. The Agency has in place a formal process for responding to complaints about the quality of services received by customers of the agency consistent with the Government's service quality standards.
- d. The Agency's annual business plan will include performance measures and targets for customer service and the agency's response to complaints.
- e. The Agency shall comply with the *Accessibility for Ontarians with Disabilities Act, 2005*.

14. Financial Arrangements

14.1 GENERAL

- a. All financial procedures for the Agency shall be in accordance with applicable TB/MBC and Ministry of Finance directives and guidelines, Ministry corporate financial and administrative policies and procedures, and other Government guidelines, directives and policies, as set out in Appendix 2 of this MOU.
- b. When ordered to do so by the Minister of Finance and/or the President of the Treasury Board, pursuant to section 16.4 of the *FAA*, the Agency shall pay into the CRF any money that the Minister of Finance and/or the President of the Treasury Board determines is surplus to its requirements.
- c. Pursuant to section 28 of the *FAA*, the agency 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 without the written approval of the Minister of Finance and/or the President of the Treasury Board. The Minister's approval is required before seeking statutory approval from the Minister of Finance.
- d. The Agency'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. The Agency will be provided with notice of changes to its allocation as soon as is reasonably possible. Where the Agency must reallocate resources as a result of its operating and/or capital allocations being adjusted, the Agency shall inform and discuss this with the Ministry before making such changes.
- e. The General Manager shall be responsible for providing the Ministry with the necessary documentation to support the Agency's expenditures.

14.2 FUNDING

The Agency is entirely responsible for developing its own revenue. Recovered cost and other revenue, if any, are provided for pursuant to section 7 of the *Act*.

14.3 FINANCIAL REPORTS

- a. The Chair, acting on behalf of the Board, will provide to the Minister audited annual financial statements, and will include them as part of the Agency's Annual Report. The statements will be provided in a format that is in accordance with the Government's stated accounting policies issued by the Office of the Provincial Controller Division.
- b. The Agency will submit its salary information to the Minister of Finance and/or the President of the Treasury Board, through the Ministry, in accordance with the *Public Sector Salary Disclosure Act, 1996*.

14.4 TAXATION STATUS: HARMONIZED SALES TAX (HST)

Collection/Remittance of HST

- a. The Agency 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

Payment/Recovery of HST

- b. The Agency is responsible for paying HST where applicable, in accordance with the *Excise Tax Act* (Canada).
- c. The agency is not entitled to claim HST government rebates.
- d. The agency is expected to claim any refunds, input tax credits or other rebates under the *Excise Tax Act* (Canada) for which it is eligible.

15. Audit and Review Arrangements

15.1 AUDITS

- a. The accounts of the Agency shall be audited annually by an auditor (or auditors) appointed by the Board. Audited financial statements will be included in the Agency's annual report
- b. The Agency 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 Treasury Board Secretariat.

- c. The Ontario Internal Audit Division may also carry out an internal audit of the Agency, if approved to do so by the Ministry's Audit Committee or by the Corporate Audit Committee.
- d. Regardless of any previous or annual external audit, the Minister may direct that the Agency be audited at any time.
- e. The Agency will promptly provide a copy of every report from an audit to the Minister and the Minister of Finance/President of Treasury Board. The Agency will also provide a copy of its response to the audit report and any recommendations therein. The Agency will advise the Minister annually on any outstanding audit recommendations.
- f. The Chair, acting on behalf of the Board, may request an external audit of the financial transactions or management controls of the Agency, at the Agency's expense.

15.2 OTHER REVIEWS

- a. The Agency 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 the Agency that are determined by TB/MBC or the Minister, and may include the mandate, powers, governance structure and/or operations of the Agency.
- b. 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.
- c. A mandate review of the Agency will be conducted at least once every seven years. The date of the next review will be 2025/2026.
- d. The Minister will consult the Chair, on behalf of the Board, as appropriate during any such review.
- e. The Chair, Board and General Manager shall cooperate in any review.
- f. 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 the Agency to TB/MBC for consideration.

16. Staffing and Appointments

16.1 DELEGATION OF HUMAN RESOURCES MANAGEMENT AUTHORITY

Where the PSC has delegated its powers, duties and functions in relation to human resources management to the Deputy Minister, Chair or prescribed individual under Ontario Regulation 148/10, that person is accountable for exercising that authority in

compliance with any relevant legislation, directives or policies in accordance with the mandate of the Agency, and within the parameters of the delegated authority.

16.2 STAFFING REQUIREMENTS

Section 3(2) of the *Act* allows the General Manager to, subject to the approval of the Board, appoint such employees as the General Manager considers necessary to carry out the Agency's purposes.

16.3 APPOINTMENTS

- a. The Chair and vice-chair are appointed by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to section 2(3) of the *Act*. The Chair and vice-chair sit at the pleasure of the Lieutenant Governor in Council
- b. Appointees to the Agency are appointed by the Lieutenant Governor in Council on the recommendation of the Minister pursuant to section 2(2) of the *Act*. Appointees sit at the pleasure of the Lieutenant Governor in Council.
- c. The Board shall consist of at least five and not more than 13 persons.

16.4 REMUNERATION

- a. Remuneration for Members of the Board is set by the Lieutenant Governor in Council.
- b. As set out in Order in Council 1229/2002, the Chair is remunerated at a per diem rate of \$221, the vice-chair is remunerated at a per diem rate of \$184 and the Members are each remunerated at a per diem rate of \$168.
- c. Travel expenses for Members of the Board must comply with the MBC Travel, Meal and Hospitality Expenses Directives. Reasonable expenses shall be reimbursed.

17. Risk Management and Liability Protection

17.1 RISK MANAGEMENT

- a. The Chair, acting on behalf of the Board, is responsible for ensuring a risk management strategy is developed for the Agency, in accordance with the Ontario Public Sector Risk Management process.
- b. The Agency shall ensure the risks it faces are dealt with in an appropriate manner.

17.2 LIABILITY PROTECTION

- a. The Board may indemnify and save harmless in the manner and form set out in Appendix 4 to this MOU, the Appointees, their heirs and legal personal representatives from any and all losses, costs, damages, expenses and liabilities of

whatsoever kind, including amounts paid to settle an action or to satisfy a judgement and including all legal fees and other expenses which the Appointees may sustain or incur or become subject to by reason of their being or having been an Appointee.

- b. The Agency will obtain and maintain the necessary and appropriate insurance a reasonably prudent person carrying out the business and operations similar to those carried out by the Agency would obtain and maintain.

18. Effective Date, Duration and Periodic 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 memorandum of understanding signed by the parties.
- b. A copy of the signed MOU and any successor memorandum of understanding must be provided to the Secretary, Treasury Board/Management Board of Cabinet.
- c. Upon a change in the Minister or Chair, both parties must affirm by letter that this MOU will continue in force without a review (and attach the signed letter to the MOU); or alternatively, they may agree to revise it and sign a new MOU within six (6) months of the change.
- d. A copy of the letter of affirmation, or a new MOU between the Minister and Chair must be provided to the Secretary, Treasury Board/Management Board of Cabinet within six months of the new party or parties’ commencement.
- e. Either the Minister or the Chair, acting on behalf of the Board, may initiate a review of this MOU by written request to the other.
- f. If either of the parties deems it expedient to amend this MOU, they may do so only in writing. Any amendment shall only be effective after approval by the parties.
- g. A full review and replacement of this MOU will be conducted immediately in the event of a significant change to the Agency’s mandate, powers or governance structure as a result of an amendment to the *Act*.
- h. At a minimum, this MOU will be reviewed at least once every 5 years, or upon change in Chair or Minister, to ensure it is current and consistent with Government expectations.

Signatures



February 27, 2023

Agency Chair
Ontario Food Terminal Board

Date



March 22, 2023

Minister
Ministry of Agriculture, Food and Rural Affairs

Date

Appendix 1: Summary of Agency Reporting Requirements

REPORT / DOCUMENT	NAMES OF RESPONSIBLE OFFICIALS	DUE DATE
Agency Business Plan <ul style="list-style-type: none"> • Prepares • Approves • Provides to Minister 	<ul style="list-style-type: none"> • General Manager • Chair and Board • Chair 	Submitted annually within three (3) months prior to the Agency's fiscal year end
Annual Report <ul style="list-style-type: none"> • Prepares • Approves • Provides to Minister 	<ul style="list-style-type: none"> • General Manager • Chair and Board • Chair 	Submitted annually within 90 calendar days of completing the financial audit.
Audited Financial Statements and Financial Reports		Annually
Memorandum of Understanding		Reviewed at least once every 5 years
The agency will prepare estimates of its expenditures for inclusion in the ministry's business plan.	<ul style="list-style-type: none"> • General Manager • Chair and Board • Chair 	Annually

Appendix 2: Applicable Government of Ontario Directives

1. The following TB/MBC and government directives, guidelines and policies apply to the agency:
 - Agencies & Appointments Directive
 - Accountability Directive
 - Advertising Content Directive
 - Open Data Directive
 - Perquisites Directive
 - Procurement Directive, as it applies in whole or in part
 - Procurement Directive on Advertising, Public and Media Relations and Creative Communications Services
 - Realty Directive
 - Travel, Meal and Hospitality Expenses Directive
 - Visual Identity Directive
 - Freedom of Information and Privacy Directive
2. The Agency is responsible for complying with all directives, policies and guidelines to which it is subject, irrespective of whether it is included on the list above.
3. The Ministry will inform the Agency of amendments or additions to directives, policies and guidelines that apply to the Agency.

Appendix 3: Public Communications Protocol

1. Purpose

The purpose of this communications protocol is to set out a framework for the Ministry and Agency to collaborate on public communications opportunities. Clear and direct lines of communication between the Ministry and the Agency is essential.

This communications protocol will support 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
- Printed form, such as a hard copy report
- Electronic form, such as a posting to a website.

b. A "contentious issue" is a matter that is, or may reasonably be expected to be, of concern to the Legislative Assembly or the public, 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 and identify itself in all media responses and news releases and on its website as an agency of the Government of Ontario.

4. The Ministry and the Agency will appoint persons to serve as public communications "leads".

- The Ministry Lead is the Director of Communications
- The Agency Lead is the General Manager.

5. For the purpose of this protocol, public communications are divided into three categories:
 - a. Media responses or new releases related to the day-to-day business of the agency and its programs that do not have direct implications for either the Ministry or the Government.
 - The Agency should communicate their media responses or news releases to the Ministry Lead who will circulate as appropriate to other individuals within the Ministry.
 - This category does not include contentious issues, media responses, or news releases that directly or indirectly announce grants or other funding to organizations.
 - b. Media responses, news releases or communications 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 MPP announcements
 - The Agency Lead will notify the Ministry Lead of upcoming media responses, news releases, and communications plans fifteen (15) days in advance for all non-contentious items that might generate media interest.
 - For non-contentious items which provide Government messaging opportunities, or which involve funding announcements, the Agency must also request approval of news releases or communications plans seven (7) 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 does not 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 can proceed accordingly.
 - 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 (including all funding or grant announcements and contentious issues).
 - For all contentious issues, 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 Lead 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.

Appendix 4: Indemnification

[CROWN AGENCY LETTERHEAD]

INDEMNITY

To: [Name of Director]

In consideration of your agreement to be appointed to act as a director of the board of the Ontario Food Terminal Board, the Ontario Food Terminal Board hereby agrees, subject to the terms hereof, to indemnify and hold harmless you and your heirs and legal personal representatives against and from any and all losses, costs, damages, expenses and liabilities of whatsoever kind, including amounts paid to settle an action or to satisfy a judgement and including all legal fees and other expenses (a "Claim" or collectively, the "Claims") which you may sustain or incur or become subject to by reason of your being or having been a director of the Ontario Food Terminal Board, but this indemnity does not apply with respect to Claims:

- (a) arising from any circumstances for which coverage is provided under an insurance policy or claims fund to the extent that you are indemnified or covered under such policy or fund; or
- (b) arising out of circumstances in which you did not act in good faith and in the performance or intended performance of your duties as a director of the Ontario Food Terminal Board; or
- (c) brought about or contributed to by gross negligence or wilful misconduct.

In order to be entitled to indemnification hereunder, you must comply with the following terms and conditions:

- (i) if you receive a notice of Claim or Claims, whether actual or threatened, you shall forthwith deliver to [*insert appropriate title e.g. the General Counsel*] of the Ontario Food Terminal Board a notice setting forth in reasonable detail all available particulars of the Claim(s);
- (ii) upon the written request of the Ontario Food Terminal Board, you shall furnish to the Board copies of all documents and provide any other information relating to the Claim(s) that is in your possession or under your control;
- (iii) you shall take all reasonable steps necessary to secure and preserve your rights in respect of the Claim(s) and, to the extent that you have a right to commence a proceeding against another person (whether for damages or indemnification or otherwise) in respect of a matter for which you claim indemnification from the Ontario Food Terminal Board hereunder, you shall assign that right to the Ontario Food Terminal Board and subrogate the Ontario Food Terminal Board to that right to the extent of the amounts paid by the Ontario Food Terminal Board or for which the Ontario Food Terminal Board is liable hereunder;
- (iv) you shall not voluntarily assume any liability in respect of or settle or compromise any Claim(s) or any proceeding relating thereto without obtaining the Ontario Food Terminal Board's prior written consent;

- (v) The Ontario Food Terminal Board shall have the right to participate in or assume control of the negotiation, settlement or defence of the Claim(s) and any proceedings relating thereto or appeal thereof but the Ontario Food Terminal Board may not settle any action commenced against you without your written consent;
- (vi) if the Ontario Food Terminal Board elects to participate in or assume control of the negotiation, settlement or defence of the Claim(s) and any proceedings relating thereto or appeal thereof, you shall cooperate fully with the Ontario Food Terminal Board in connection with the same, and you shall agree to be represented by legal counsel chosen by the Ontario Food Terminal Board, unless, in the opinion of such legal counsel, there would arise a conflict of interest preventing such legal counsel from representing you, and, where it is such legal counsel's opinion that a conflict of interest prevents their representing you, you will be entitled, subject to the Ontario Food Terminal Board's prior written approval, to retain legal counsel of your choice and the fees and expenses of your counsel incurred in your representation shall be costs to which this indemnity extends;
- (vii) if the Ontario Food Terminal Board is not also a party to the Claim, you shall consent to any order or leave that may be required for the Ontario Food Terminal Board to be added as a party or to be allowed to make representations on its own behalf without being a party;
- (viii) the expenses incurred by you in investigating, defending or appealing any Claim(s) shall, at your request, be paid by the Ontario Food Terminal Board as may be appropriate to enable you to properly investigate, defend or appeal such Claims(s), with the understanding that if it is ultimately determined that you are not entitled to be indemnified hereunder, you shall immediately repay such amount(s) so paid, which shall become payable as a debt due to the Ontario Food Terminal Board; and
- (ix) you agree to pay to the Ontario Food Terminal Board all amounts you receive as a recovery or reimbursement of any Claim which has been previously indemnified by the Ontario Food Terminal Board hereunder.

For greater clarity, this indemnity shall apply to Claim(s) that are referable to the period during which you were a director of the Ontario Food Terminal Board, and of which notice is received by the Ontario Food Terminal Board either during the period you are a director or after you cease to be a director.

This indemnity shall be governed by the laws of the Province of Ontario and the federal laws of Canada applicable in the Province of Ontario.

IN WITNESS WHEREOF, the undersigned has duly executed this indemnity this ● day of ●, 202●.

Ontario Food Terminal Board

By: _____ (c/s)
 Name:
 Title:

By: _____
Name:
Title: