MEMORANDUM OF UNDERSTANDING

BETWEEN:

HER MAJESTY THE QUEEN IN RIGHT OF ONTARIO
AS REPRESENTED BY THE
MINISTER OF GOVERNMENT AND CONSUMER SERVICES

- AND -

ONTARIO ONE CALL (Hereinafter referred to as the Corporation)

LIST OF SCHEDULES

"A"	Communications and Information Sharing Protocol	
"B"	Emergency and Serious Incident Communication Protocol	
"C"	Additional Accountability Commitments	

RECITALS

WHEREAS the Minister and the Corporation have chosen to enter into a memorandum of understanding for the purpose of clarifying the relationship between the two parties in administering the *Ontario Underground Infrastructure Notification System Act*, 2012 ("Act");

AND WHEREAS the Minister and the Corporation have reached a common understanding respecting additional commitments, as annexed to this memorandum of understanding in Schedule C;

AND WHEREAS the Minister is accountable to the people of Ontario as a member of the Legislative Assembly and as a Minister of the Crown in right of Ontario;

RECOGNIZING that the Corporation administers the Act and that the Minister is accountable in the legislature for the Act, both parties, acting in the public interest, are dependent on a collaborative relationship;

RECOGNIZING that the Minister is responsible for recommending legislative and regulatory changes to the Lieutenant Governor in Council;

RECOGNIZING that the Corporation is not funded by the government;

AND WHEREAS it is the intention of the Minister and the Corporation that the Corporation shall exercise its responsibilities under the Act and regulations with the purpose of promoting safe digging practices, increasing efficiency and coordination of digging activities, and reducing damages to underground facilities through the operation of a call system.

NOW THEREFORE the parties hereby enter into this memorandum of understanding.

1. PURPOSE OF THE MEMORANDUM OF UNDERSTANDING

- (1) The memorandum of understanding between the Minister and the Corporation clarifies the roles, duties and responsibilities of the parties in relation to the administration of the Act and administrative matters under the Act.
- (2) The memorandum of understanding clarifies the accountability, and working and reporting relationships between the parties.

2. DEFINITIONS

(1) In this memorandum of understanding:

- a) "Act" means the *Ontario Underground Infrastructure Notification*System Act, 2012 and its associated regulations;
- b) "Board" means the board of directors of the Corporation;
- c) "Chair" means the chair of the Board;
- d) "Corporation" means Ontario One Call established under section 2(1) of the Act;
- e) "Crown" means Her Majesty the Queen in Right of the Province of Ontario as represented by the Minister;
- f) "Minister" means the Minister responsible for the administration of the Act by Order in Council of the Lieutenant Governor;
- g) "Memorandum of Understanding" means the memorandum of understanding entered into between the Minister and the Corporation and includes all attached schedules and any agreement or schedule in writing supplementing or amending this memorandum of understanding or any schedule.

3. CORPORATION MANDATE

(1) The mandate of the Corporation is the Corporation's objects as set out in section 3 of the Act.

4. ACCOUNTABILITY RELATIONSHIPS

- (1) The Minister is accountable to the legislature regarding the operation of the Act, and for questions that may arise regarding the Act from time to time.
- (2) The Corporation acknowledges the Board is accountable to those members of the Corporation who are required to be members under ss. 5 (1) of the Act.

5. ROLES AND RESPONSIBILITIES OF THE PARTIES

The Minister

(1) The Minister requires timely access to information from the Corporation as set out in Schedule "A" Communications and Information Sharing.

- (2) The Minister requires information in the event of an emergency or serious incident. The parties agree to follow the Emergency and Serious Incident Communication Protocol as set out in Schedule "B".
- (3) In relation to the Act, the Minister is responsible for recommending regulations authorized under the Act to the Lieutenant Governor in Council or legislative changes in the legislature.
- (4) The Minister shall make best efforts to consult with the Corporation in respect to any proposed changes to the Act or its regulations. The Minister shall make reasonable efforts to work with the Corporation to coordinate public and stakeholder communications regarding any proposed legislative and regulatory changes.
- (5) The Minister shall make reasonable efforts to consult with the Corporation in respect of current or proposed Ontario government legislation or policy, which will directly impact on the Corporation's administration of the Act.
- (6) The Minister shall make reasonable efforts to advise the Corporation of emerging issues related to the Act and its administration.
- (7) The Minister may, where the Minister deems appropriate, work with the Electrical Safety Authority, Technical Standards and Safety Authority, and the Ministry of Labour, as well as other ministries or agencies in facilitating agreements and relationships with the Corporation.
- (8) The Minister shall make best efforts to meet from time to time with the Chair.

The Corporation

- (9) The Corporation shall carry out its duties and responsibilities in accordance with the Act, this memorandum of understanding, the law, and with the purpose of promoting safe digging practices, increasing efficiency and coordination of digging activities, reducing damages to underground facilities through the operation of a call system.
- (10) The Corporation shall operate, as part of its call system, at least one call centre located in Northern Ontario as defined in the Act. The Corporation will provide information requested by the Minister, so that the Minister can determine that the Corporation has met its statutory obligation.
- (11) The Corporation is responsible for raising public awareness of the Corporation and the need for safe digging as defined in the Act.

- (12) The Corporation is responsible for ensuring that it has adequate resources, including financial resources, to administer the Act and this memorandum of understanding, and to meet all obligations placed on it by law.
- (13) The Corporation is responsible for carrying out its activities and affairs without the purpose of gain. The Corporation agrees that any profits shall be used for the purpose of carrying out its objects under the Act.
- (14) The Corporation is responsible for maintaining appropriate performance measurement, governance and financial management processes with sound internal controls to conduct and report on the Corporation's operations effectively, efficiently and economically.
- (15) The Corporation shall maintain an effective system for responding to and assisting in the resolution of member and other complaints received by the Corporation related to its administration of the Act. The Corporation agrees that it will make its complaint policies, procedures and standards available to its members and the public on its website (see Schedule C).
- (16) The Corporation is responsible for providing the Minister with timely information in relation to any matter requested by the Minister related to its administration of the Act and shall also provide the information described in Schedule "A".
- (17) The Corporation is responsible for sharing information and coordinating information made public in the event of an emergency or serious incident. The Corporation agrees to follow an Emergency and Serious Incident Communication Protocol described in Schedule "B".
- (18) The Corporation, with the assistance of Ministry of Government and Consumer Services' staff, will work with the Technical Standards and Safety Authority, Electrical Safety Authority and Ministry of Labour to develop and maintain agreements and processes for coordinated enforcement activities.
- (19) The Corporation shall provide timely information to the Minister on any emerging issues or concerns related to the administration of the Act.
- (20) The Corporation shall provide necessary information to support the development of any proposed legislative or regulatory changes. The Corporation shall work with the Ministry to coordinate public and stakeholder communications regarding any proposed legislative or regulatory changes.

(21) The Chair shall make best efforts to meet from time to time with the Minister.

6. ANNUAL REPORT

The Corporation shall make available to its members and the public an annual report for each preceding year (see Schedule C).

7. FINANCIAL ARRANGEMENTS

The parties acknowledge that the Act allows the Lieutenant Governor in Council to govern fees to be paid by the members of the Corporation by regulation. The Corporation currently sets its own fees, and will continue to do so unless a regulation is made (see Schedule C).

8. NO INDEMNITY

Both parties acknowledge and agree that neither party is indemnifying the other party in respect of any third party claims that may arise out of any aspect of the activities of the Crown in Right of Ontario related to the Act, or that may arise out of any aspect of the activities the Corporation, its members, stakeholders or otherwise arising.

9. CONTACT PERSONNEL

- (1) Each of the parties shall designate an individual who will be the primary contact, and an alternate, for all issues and communications related to this memorandum of understanding and the administration of the Act.
- (2) Each of the parties shall keep the other informed of the names of its primary contact and alternate.
- (3) For the purpose of this memorandum of understanding,
 - (a) The designated primary contact and alternate of the Minister is the Director and Manager of the Public Safety Branch, respectively.
 - (b) The designated primary contact and alternate of the Corporation is the Executive Director and the Director of Operations.

10. MEMORANDUM OF UNDERSTANDING

The Minister and the Corporation agree that this memorandum of understanding and any schedules hereto, as amended from time to time in accordance with section 11 of this memorandum of understanding form

the entire memorandum of understanding between the parties and supersede any prior understanding or agreement, collateral, oral or otherwise, existing between the parties at the date of the execution of the memorandum of understanding. The parties agree and acknowledge they may exchange additional agreements or understandings which may supplement the parties' understanding of the relationship between the parties respecting the administration of the Act.

11. JURISDICTION

This memorandum of understanding shall be governed by the laws of the Province of Ontario and the laws of Canada applicable therein.

12. AMENDMENTS

- (1) The parties shall amend this memorandum of understanding as required to accommodate any changes to the Act.
- (2) The parties shall initiate a review of the memorandum of understanding every five years, beginning five years after the effective date of this memorandum of understanding. Despite the foregoing, either party may initiate a review of the memorandum of understanding when advisable in the public interest upon giving notice to the other.

13. PUBLIC DOCUMENT

The parties agree that this memorandum of understanding, including the schedules hereto, and any amendments, shall be made available to the public by either party upon request to that party by any member of the public. The Corporation will post the memorandum of understanding, schedules and any amendments on its website.

14. EFFECTIVE DATE

This memorandum of understanding comes into effect on the later date of execution by both parties and is in force until replaced.

IN WITNESS WHEREOF the parties hereto have executed this memorandum of understanding.

Ontario One Call

Her Majesty the Queen In Right of Ontario

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Chair of the Board

Date: JUN 2 7 2017

Services NOS 9/17 Date:

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SCHEDULE "A"

COMMUNICATIONS AND INFORMATION SHARING PROTOCOL

ONTARIO ONE CALL

This Schedule outlines information sharing protocols not already specified in the memorandum of understanding.

Unless specifically outlined in this Schedule, when making information requests of Ontario One Call, the Ministry's Public Safety Branch shall inform Ontario One Call of the timeframe in which the information is needed. In addition, both the Public Safety Branch and Ontario One Call shall each inform the other where a request, or information, or a document involves sensitive information.

Ontario One Call and the Ministry's Public Safety Branch shall make reasonable efforts to meet quarterly to discuss current issues, needs and other matters necessary for the proper administration of this Schedule.

Description	Responsibility	
Description	Ministry	Ontario One Call
Information requests made by the Ministry of Ontario One Call.	The Ministry shall make best efforts to share with Ontario One Call the context in which the request for information is being made.	Ontario One Call shall respond as soon as possible to all requests made by the Minister.
Cabinet Submissions		
All issues	Public Safety Branch develops submission in cooperation with other Ministry branches.	Ontario One Call is consulted where appropriate.
Correspondence		

possible, in a timely fashion, respecting the requirement for the Ministry to respond to all

correspondence in five (5) business days.

Description	Responsibility	
Description	Ministry	Ontario One Call
On all subjects directed to the Minister or Ministry	Public Safety Branch drafts reply that responds to the issues raised or indicating that correspondence has been referred to Ontario One Call.	Ontario One Call supplies Public Safety Branch with information required to prepare the Ministry's reply.
Briefing Notes		
For Minister or Ministry meetings with Ontario One Call's stakeholders	Public Safety Branch coordinates preparation of material, makes reasonable efforts to notify Ontario One Call of the meeting, and discusses concerns with Ontario One Call.	Ontario One Call provides Public Safety Branch with relevant information on any issues that stakeholders raise.
For Ontario One Call's meetings with Ministry stakeholders (e.g., other ministries, agencies, boards and commissions)	Where appropriate, and on request from Ontario One Call, the Ministry will assist in facilitating meetings and reviewing materials.	Ontario One Call makes reasonable efforts to notify Public Safety Branch of the meeting, and discusses concerns with Public Safety Branch.
Issue Notes		
The Ministry and Ontario One C fashion respecting the requirem notes within a specific timefram hours).	ent for the Ministry to respon	nd to all requests for issue
On any subject (Designed for use in the Legislature)	Public Safety Branch prepares issue notes and supplies it to the Communications Branch. Requests for information from Ontario One Call will be accompanied by a deadline for response.	Ontario One Call provides information to Public Safety Branch within timeframe specified.

Description	Responsibility				
Description	Ministry	Ontario One Call			
Issues Management					
Emergencies and Serious Incidents	When Public Safety Branch is informed by Ontario One Call or through media reports, refer to Schedule B "Emergency and Serious Incident Communication Protocol."	Ontario One Call informs the Ministry in accordance with Schedule B "Emergency and Serious Incident Communication Protocol" as established between the two parties.			
Other possible contentious items (e.g., stakeholder grievances/concerns)	Public Safety Branch requests information from Ontario One Call.	Ontario One Call informs Public Safety Branch and provides relevant details, key messages and response strategy.			
Media Relations					
Requests made to the Ministry for interviews and background material on Ontario One Call's operational issues	Public Safety Branch as appropriate refers the request to Ontario One Call or obtains the required information from Ontario One Call.	Ontario One Call provides the required information or responds directly and advises Public Safety Branch of the outcome from the media engagement.			
Media releases issued by Ontario One Call	The Ministry acknowledges receipt of the media release before it is issued.	Ontario One Call will share its media release with Public Safety Branch at its earliest opportunity before the media release is issued to the media.			
Public Education and other C	ommunications Campaign	S			
Collaboration on Public Education and Other Communication Campaigns	Public Safety and Communications Branches may work collaboratively with Ontario One Call to:	Ontario One Call may work collaboratively with Public Safety and Communications Branches to:			

Description	Responsibility		
Description	Ministry	Ontario One Call	
	 plan and develop joint Ministry/Ontario One Call marketing and public relations events; and obtain information on 	 plan and develop joint Ontario One Call / Ministry marketing and public relations events; and provide information on 	
	Ontario One Call specific events, public education campaigns, industry events to be attended by Ontario One Call, communications research and best practices	Ontario One Call specific events, public education campaigns, industry events to be attended by Ontario One Call, communications research and best practices.	
Speeches/Speaking Notes			
All Ministry speeches / speaking notes (any topic)	Public Safety Branch advises Ontario One Call.	Ontario One Call supplies Public Safety Branch with information.	
Other			
Information concerning any proposed changes by Ontario One Call to written policies, by-laws or interpretations (e.g., fee schedule, interpretation bulletins) that affect stakeholders	Public Safety Branch will make requests for information as required.	Ontario One Call shall inform the Ministry with appropriate notice of any proposed changes that affect stakeholders a minimum of 30 days prior to such changes being communicated to stakeholders.	
Information concerning communications campaigns/activities undertaken by Ontario One Call	Public Safety Branch will make requests for information regarding planned communications campaigns or activities.	Ontario One Call provides information on key communication activities to Public Safety Branch on a quarterly basis and on request.	

Description	Responsibility	
Description	Ministry	Ontario One Call
Ontario One Call Website	Public Safety Branch will acknowledge receipt of advance notice on material changes to Ontario One Call's website content as it relates to the administration of the Act.	Ontario One Call to provide to Public Safety Branch a minimum of 30 days advance notice of material changes to Ontario One Call's website content as it relates to the administration of the Act.
Litigation	The Minister shall keep Ontario One Call informed of any litigation, by or against the Crown, or in which the Crown is an interested party that may affect the interests of Ontario One Call.	Ontario One Call shall keep the Minister informed of any litigation by or against Ontario One Call, or in which Ontario One Call is an interested party, that may affect the interests of the Crown.

Ontario One Call

Her Majesty the Queen In Right of Ontario

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Chair of the Board

Date:

JUN 27 2017

Minister of Government and Consumer

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Services

Date:

SCHEDULE "B"

EMERGENCY AND SERIOUS INCIDENT COMMUNICATION PROTOCOL

ONTARIO ONE CALL

Purpose

The purpose of this document is to outline the communication protocol regarding emergency or serious incidents (usually involving one of, or a combination of the following: fatality; serious injury; and / or substantial property damage) related to Ontario One Call's areas of responsibility which are:

- To operate a call system to receive excavator requests for the location of underground infrastructure within Ontario.
- 2. To identify for excavators whether underground infrastructure is located in the vicinity of a proposed excavation or dig site.
- 3. To notify a member of the Corporation of proposed excavations or digs that may affect the underground infrastructure of the member.
- To raise public awareness of the Corporation and the need for safe digging.

Notifications

Ontario One Call staff or Ministry of Government and Consumer Services (MGCS) staff will notify each other as soon as possible when either party becomes aware of an emergency or serious incident as defined above.

Executive Director or designate will, as required, call or e-mail:

Deputy Minister, Ministry of Government and Consumer Services

Executive Director or designate will email:

Director, Public Safety Branch Manager, Public Safety Branch Manager of Issues, Media Relations and News Media

The Ministry will confirm receipt of notification via reply email. The individual confirming receipt of notification will act as a liaison between the Ministry and Ontario One Call.

Public Safety Branch will e-mail:

Chief of Staff, Minister's Office
Assistant Deputy Minister, Policy, Planning and Oversight Division
Executive Assistant to the Assistant Deputy Minister, Policy, Planning and
Oversight Division
Executive Assistant, Deputy Minister's Office
Director, Communications
Manager of Issues, Media Relations and News Media
Director, Legal Services Branch
Counsel, Legal Services Branch

Ontario One Call will:

As required, prepare and distribute via email to the contacts noted above, a brief summary outlining the facts available. Depending on the seriousness of the incident, updates will be developed and provided to Public Safety Branch.

When the media calls Ontario One Call:

Ontario One Call staff will refer all media calls to the designated spokesperson who is the Executive Director or designate.

After Hours and Weekends:

Ontario One Call will email MGCS key contacts to advise them of the incident. MGCS contacts will acknowledge receipt and respond to Ontario One Call information requests and vice versa. MGCS and Ontario One Call will monitor and respond to emails during an emergency situation.

Spokesperson:

Ontario One Call's Executive Director and/or designate will be the media spokesperson. MGCS will refer media calls to Ontario One Call unless the questions are clearly a ministry matter.

Status Updates:

As more information on the incident becomes available, Ontario One Call is committed to providing timely updates to Public Safety Branch, who in turn will keep the Minister and Deputy Minister's Office informed. Public Safety Branch will be advised whenever possible prior to the public release of information pertaining to serious incidents and will be advised of any media contacts.

Change to Contacts:

The parties will keep the other informed of any changes related to the contact names and phone numbers of the contacts noted above.

Ontario One Call

Her Majesty the Queen In Right of Ontario

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Chair of the Board

Date:

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JUN 2 7 2017

Minister of Government and Consumer Services

Date: Nov 9/17

SCHEDULE "C"

ADDITIONAL ACCOUNTABILITY COMMITMENTS

FOR ONTARIO ONE CALL

Purpose

This Schedule replaces the Letter of Understanding of March 2014 between the Minister and Ontario One Call. The Minister and Ontario One Call recognize that the Minister is accountable to the Legislature for the operation of the Ontario Underground Infrastructure Notification System Act, 2012 ("Act"). The Minister and Ontario One Call recognize the importance of sound corporate governance. Accordingly, the Minister and Ontario One Call have reached a common understanding respecting the additional commitments identified below as they relate to the governance and performance of Ontario One Call as the statutory corporation with a legislated mandate to be a mandatory service provider.

Ontario One Call is fully committed to demonstrating transparency and strong accountability to the public, stakeholders and government.

The Minister and Ontario One Call agree to the following additional accountability commitments:

- a. <u>Procurement policy:</u> Ontario One Call will maintain an up-to-date written procurement policy that is in keeping with the spirit of the most recent Broader Public Sector Procurement Directive. Ontario One Call will post this policy on its website and provide a copy of this policy and any updates to the Ministry. Ontario One Call is committed to providing value for money in the services it provides to its members and will ensure it has the appropriate financial information for it to assess existing or future contracts.
- b. <u>Travel and expense policy:</u> Ontario One Call will maintain an up-to-date written travel, meal and hospitality expense policy that is in keeping with the spirit of the most recent Broader Public Sector Expenses Directive. Ontario One Call will ensure that its policy is being followed by employees, directors and officers of the corporation. Ontario One Call will post this policy on its website and provide a copy of this policy and any updates to the Ministry.
- c. <u>Performance measures:</u> Ontario One Call will maintain appropriate performance measures to demonstrate how it is fulfilling its objects under the Act, including but not limited to, an annual scorecard on call centre

metrics and enforcement. The Ministry may recommend additional performance measures.

- d. <u>Business plan and annual report:</u> Ontario One Call will publish and post on its website:
 - o an annual business plan, and
 - o an annual report with audited financial statements.
- e. <u>French language services:</u> Ontario One Call can respond to locate requests in both English and French through its call centre. Ontario One Call will take all reasonable measures and make reasonable plans to provide services in French, including on its website, subject to the limits that are reasonable in the circumstances.
- f. <u>Complaints policy:</u> Ontario One Call will post on its website how it responded to complaints and the status of those complaints. Ontario One Call will include in its annual report how complaints have been addressed for the preceding year.
- g. <u>Public Awareness:</u> Ontario One Call will develop a multi-year plan to engage the public at large on the important public benefits of safe digging practices and related matters. These activities will be reported each year in Ontario One Call's annual business plan.
- h. <u>Member satisfaction:</u> Ontario One Call will periodically request feedback from its members both via website communications and satisfaction surveys about their interactions.
- Stakeholder engagement: Ontario One Call will develop processes to enable effective stakeholder engagement on matters relevant to stakeholders and Ontario One Call. Ontario One Call will establish advisory committees, as appropriate, to gain insight into issues and concerns of its members.
- j. <u>Business continuity plan:</u> Ontario One Call will develop and maintain an up-to-date written business continuity plan (called the "disaster recovery plan") that outlines potential risks Ontario One Call may encounter in meeting its program and service delivery objectives and ways to mitigate identified risks, which will also include Ontario One Call's call centres.

- Ontario One Call will provide a summary to the Ministry no later than one year after the effective date of this memorandum of understanding.
- k. <u>Board composition:</u> Ontario One Call will notify the Ministry of any changes to the governance structure of the Corporation and to the membership of the Board. Ontario One Call will follow best practices regarding Board governance for a not-for-profit corporation. The Board will maintain and provide to the Ministry, and post on its website:
 - a code of conduct policy for Board members, and
 - a conflict of interest policy for the Directors and Officers.
- Competency criteria: Ontario One Call will develop and maintain competency criteria that the Governance and Nomination Committee will take into account in selecting candidates for consideration as possible directors pursuant to the process set out in By-Law No. 2. Ontario One Call will provide a copy to the Ministry no later than one year after the effective date of this memorandum of understanding.
- m. <u>Board member evaluations</u>: The Board will develop and maintain a process for conducting Board member evaluations no later than one year after the effective date of this memorandum of understanding. Ontario One Call will provide a summary of this process to the Ministry.
- n. <u>Financial arrangements:</u> Ontario One Call will notify the Ministry immediately if there are any concerns about the financial state of the corporation.
- o. <u>Fee-setting process</u>: Ontario One Call will be transparent in its fee-setting processes and members will be consulted in advance of any fee changes. Changes to fees will be subject to members' approval. Ontario One Call will also provide the Ministry with a minimum 30-day advance written notice of any fee proposals being brought to members for their approval and will provide the Ministry with confirmation of any final decisions on fee changes. The Ministry may waive this 30-day advance written notice provision if the Board provides evidence satisfactory to the Minister that this notice would result in Ontario One Call not having the resources needed to comply with the Act and memorandum of understanding.
- p. Access and privacy policy: Ontario One Call will make best efforts to update its existing policy to ensure that it addresses issues of access to

information, protection of personal information and effective procedural remedies within one year of the effective date of this memorandum of understanding. This includes reviewing the confidentiality provisions in Schedule 2 to By-Law No. 2 and providing a summary of this review to the Ministry.

- q. <u>Insurance</u>: Ontario One Call carries liability insurance in the amount of \$5,000,000 per occurrence. Ontario One Call will provide the Ministry with its rationale for carrying such amount within one year of the effective date of this memorandum of understanding.
- r. Non-mandated business activities: Ontario One Call recognizes that:
 - its objects are limited under the Act and its current activities meet these objects and are within its statutory mandate, and
 - o it cannot obtain additional objects without an amendment to the Act.
- s. <u>Reviews</u>: The Minister may request, if necessary, that performance, governance, accountability, or financial reviews of Ontario One Call be carried out by or on behalf of Ontario One Call or such other person or entity as the Minister may specify.

Ontario One Call

Her Majesty the Queen In Right of Ontario

Chair of the Board

Minister of Government and Consumer Services

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Date:

JUN 27 2017

Date:

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