

## Manual: Board of Directors

|                           |                                                                                                                                                                   |                               |                    |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------|
| <b>Title:</b>             | EVALUATION FRAMEWORK                                                                                                                                              |                               | <b>No.:</b> CA-410 |
| <b>Section:</b>           | Evaluation Process                                                                                                                                                | <b>Effective date:</b>        | <b>2025-01-21</b>  |
| <b>Issuing authority:</b> | Board of Directors                                                                                                                                                | <b>Date of last revision:</b> | 2022-06-21         |
| <b>Approver:</b>          | Board of Directors<br>Thomas Soucy, Chairperson of the<br>Board of Directors<br> | <b>Approved on:</b>           | 2025-01-21         |

### PURPOSE

1. Ensure continuous improvement of the Board of Directors, its committees / working groups and its members.
2. Obtain feedback for the succession of the Board, administrators and members.
3. Identify training and development needs.
4. Provide an opportunity for feedback on the effectiveness of meetings of the Board and its committees.

### POLICY

1. The Board of Directors (the "Board") uses an annual evaluation protocol. The evaluation protocol covers the processes and structure of the Board as a whole and its committees / working groups, as well as a self-evaluation by each member.
2. The Governance and Nomination Committee implements the annual evaluation process for the Board, its committees and its officers, based on the following policies:
  - Terms of Reference of the Board of Directors and Governance Structure (CA-120);
  - Board of Directors' Committees (CA-300);
  - Duties of the Chairperson of the Board of Directors (CA-140);
  - Duties of the Vice-Chairperson of the Board of Directors (CA-150);
  - Duties of the Treasurer of the Board of Directors (CA-160);
  - Duties of the Secretary of the Board of Directors (CA-170).

#### 2.1 This process includes:

- 2.1.1 The main indicators identified by the Board to measure its effectiveness and performance;
- 2.1.2 External resources as appropriate to ensure an effective process;

- 2.1.3 Board evaluation using one or more tools to solicit feedback, such as a written evaluation or a group session;
- 2.1.4 Board member self-evaluation tools and processes, including opportunities to identify training and development needs and determine whether members wish to consider administrator positions;
- 2.1.5 A report to the Board on the results of the evaluation questions and the key actions to be taken to ensure continuous improvement of the Board as a whole and of its administrators.
- 2.2 The various Board evaluation forms are appended:
- Member Self-Evaluation Questionnaire – RA-331E;
  - Board of Directors' Chairperson Evaluation Questionnaire – RA-332B;
  - Committee Chairperson Evaluation Questionnaire – RA-333B;
  - Peer Evaluation Questionnaire – RA-334E;
  - Evaluation Form – In Camera Meetings and Public Meetings of the Board of Directors – RA-335B;
  - Evaluation Form - Annual General Meeting - RA-336B.
- 2.3 An annual evaluation protocol is in place. However, ongoing feedback is encouraged.
- 2.4 The evaluations are conducted on an electronic survey site.
- 2.5 Evaluations must allow a comment to be added for each question and require a member to add a comment when the member indicates that they disagree with a statement.
- 2.6 The results of the annual evaluations are communicated as follows:

|                                                                  |                                                                         |
|------------------------------------------------------------------|-------------------------------------------------------------------------|
| Member Self-Evaluation Questionnaire RA-331E                     | To the member in question and the Chairperson of the Board of Directors |
| Board of Directors' Chairperson Evaluation Questionnaire RA-332B | To the member in question and the Governance and Nomination Committee   |
| Committee Chairperson Evaluation Questionnaire RA-333B           | To the member in question and the Governance and Nomination Committee   |
| Peer Evaluation Questionnaire RA-334E                            | To the member in question and the Chairperson of the Board of Directors |

- 2.7 Results are shared anonymously.
- 2.8 When the results of any evaluation are not favourable, the Chairperson of the Board of Directors is responsible for handling the situation.
- 2.8.1 If the results of any evaluation are unfavourable and relate to the position of Chairperson of the Board, the Governance and Nomination Committee is responsible for handling the situation.

This questionnaire is designed to allow you to evaluate your individual performance on the Board of Directors.

Please rank yourself on a scale from 1 to 6 (**6 – strongly agree; 5 – agree; 4 – neither agree nor disagree; 3 – disagree; 2 – strongly disagree; 1 – not applicable [N/A]**). If the scale does not apply or if your evaluation is below what you consider acceptable, space is available for you to note the measures that you should take to improve your performance.

\_\_\_\_\_  
(member's name)

| Values and skills            | How would you rate your performance for each of the following statements?                                                                                               | Evaluation |   |   |   |   |   |
|------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---|---|---|---|---|
|                              |                                                                                                                                                                         | 6          | 5 | 4 | 3 | 2 | 1 |
| Strategic thinking           | <b>1. Defining the strategy</b><br>I have a clear understanding of the Network's core business and participate in defining its strategic objectives.                    |            |   |   |   |   |   |
|                              | <b>2. Governance</b><br>I help ensure that the Board remains focused on strategies rather than on operations.                                                           |            |   |   |   |   |   |
|                              | <b>3. Risks and controls</b><br>When it comes to risk analysis within the Network, I take a sincere and critical approach.                                              |            |   |   |   |   |   |
| Competencies                 | <b>4. Competencies of Board members</b><br>I have the competencies and experience required to perform my duties.                                                        |            |   |   |   |   |   |
|                              | <b>5. Professional development</b><br>I contribute to my professional development.                                                                                      |            |   |   |   |   |   |
| Purpose and values           | <b>6. Defining and applying values</b><br>I endorse the Network's purpose and values.                                                                                   |            |   |   |   |   |   |
| Humility and curiosity       | <b>7. Inclusiveness and benevolence</b><br>I am inclusive and considerate of other Board members and Network employees, encouraging open and transparent communication. |            |   |   |   |   |   |
|                              | <b>8. Open-mindedness</b><br>I'm open-minded about the ideas and opinions of other Board members.                                                                       |            |   |   |   |   |   |
| Integrity and accountability | <b>9. Proper preparation</b><br>I prepare for Board meetings and devote sufficient time to my duties.                                                                   |            |   |   |   |   |   |
|                              | <b>10. Conciseness</b><br>I'm brief and to the point at Board meetings.                                                                                                 |            |   |   |   |   |   |
|                              | <b>11. Rigour</b><br>I make sure that the Network and the Board of Directors are rigorous in their processes.                                                           |            |   |   |   |   |   |

| Values and skills                | How would you rate your performance for each of the following statements?                                                                                                                                                | Evaluation |   |   |   |   |   |
|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---|---|---|---|---|
|                                  |                                                                                                                                                                                                                          | 6          | 5 | 4 | 3 | 2 | 1 |
| Collaboration and mutual support | <b>12. Sharing ideas</b><br>I share ideas politely and openly.                                                                                                                                                           |            |   |   |   |   |   |
|                                  | <b>13. Active contribution</b><br>I take an active part in discussions at Board meetings.                                                                                                                                |            |   |   |   |   |   |
| Safety and respect               | <b>14. Co-building</b><br>I work with the other members of the Board of Directors to co-build solutions to identified problems.                                                                                          |            |   |   |   |   |   |
|                                  | <b>15. Empathy</b><br>I value each person's voice by showing empathy towards them.                                                                                                                                       |            |   |   |   |   |   |
|                                  | Comments:                                                                                                                                                                                                                |            |   |   |   |   |   |
|                                  | An evaluation will be conducted on an electronic survey site.<br>The results will be communicated to the member in question only and to the Chairperson of the Board of Directors.<br>The results will remain anonymous. |            |   |   |   |   |   |

Scale: 6 - strongly agree; 5 - agree; 4 - neither agree nor disagree; 3 - disagree; 2 - strongly disagree; 1 - not applicable (N/A)

| <b>How would you rate the performance of the Chairperson of the Board of Directors?</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>Evaluation</b> |          |          |          |          |          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------|----------|----------|----------|----------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>6</b>          | <b>5</b> | <b>4</b> | <b>3</b> | <b>2</b> | <b>1</b> |
| 1. The Chairperson of the Board advises and counsels the President and CEO, in particular by helping to define problems, review the strategy and maintain accountability.                                                                                                                                                                                                                                                                                                                                                                                                                 |                   |          |          |          |          |          |
| 2. The Chairperson of the Board provides strong leadership to the Board and its committees by overseeing the alignment of Vitalité Health Network's purpose and values with its strategy and plans, and also ensures the achievement of its objectives and the advancement of the Board's work.                                                                                                                                                                                                                                                                                           |                   |          |          |          |          |          |
| 3. The Chairperson of the Board ensures that Board meetings are run efficiently, and that the Board has the information or advice it needs to make decisions.                                                                                                                                                                                                                                                                                                                                                                                                                             |                   |          |          |          |          |          |
| 4. The Chairperson of the Board ensures that sufficient time is allowed for discussions and that all aspects of a question or problem are heard.                                                                                                                                                                                                                                                                                                                                                                                                                                          |                   |          |          |          |          |          |
| 5. The Chairperson of the Board periodically assesses the effectiveness of the Board and its members, and reviews the results with individual members, where appropriate, and with the Board as a whole.                                                                                                                                                                                                                                                                                                                                                                                  |                   |          |          |          |          |          |
| 6. The Chairperson of the Board and the Board understand the role of the Chairperson as spokesperson for the Board.                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                   |          |          |          |          |          |
| 7. The Chairperson of the Board represents the Board and Vitalité Health Network in the community and helps build strong relationships with key stakeholders.                                                                                                                                                                                                                                                                                                                                                                                                                             |                   |          |          |          |          |          |
| 8. I feel comfortable raising certain issues with the Chairperson of the Board.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                   |          |          |          |          |          |
| Comments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                   |          |          |          |          |          |
| <p>The Chairperson of the Board invests time in building relationships with the:</p> <ul style="list-style-type: none"> <li>• President and CEO;</li> <li>• Chief of Staff;</li> <li>• Chairperson of the Professional Advisory Committee;</li> <li>• Board members;</li> <li>• Committee chairpersons;</li> <li>• Leadership Team.</li> </ul> <p>An evaluation will be conducted on an electronic survey site.<br/>The results will be communicated to the Chairperson of the Board of Directors and the Governance and Nomination Committee.<br/>The results will remain anonymous.</p> |                   |          |          |          |          |          |

\_\_\_\_\_  
(name of chairperson and committee)

Scale: 6 – strongly agree; 5 – agree; 4 – neither agree nor disagree; 3 – disagree; 2 – strongly disagree; 1 – not applicable (N/A)

| <b>How would you rate the performance of the above committee chairperson?</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>Evaluation</b> |          |          |          |          |          |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------|----------|----------|----------|----------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>6</b>          | <b>5</b> | <b>4</b> | <b>3</b> | <b>2</b> | <b>1</b> |
| 1. The Chairperson advises and counsels the Board of Directors, in particular by helping to define problems, review the strategy and maintain accountability.                                                                                                                                                                                                                                                                                                                                                                                                    |                   |          |          |          |          |          |
| 2. The Chairperson provides strong leadership to the committee by overseeing the alignment of Vitalité Health Network's purpose and values with its strategy and plans, and also ensures the achievement of its objectives and the advancement of the Board's work.                                                                                                                                                                                                                                                                                              |                   |          |          |          |          |          |
| 3. The Chairperson ensures that committee meetings are run efficiently and that the committee has the information or advice it needs to make decisions.                                                                                                                                                                                                                                                                                                                                                                                                          |                   |          |          |          |          |          |
| 4. The Chairperson ensures that sufficient time is allowed for discussions and that all aspects of a question or problem are heard.                                                                                                                                                                                                                                                                                                                                                                                                                              |                   |          |          |          |          |          |
| 5. The Chairperson periodically evaluates the effectiveness of the committee and its members and examines the results with individual members, if applicable, and with the entire committee.                                                                                                                                                                                                                                                                                                                                                                     |                   |          |          |          |          |          |
| 6. The Committee Chairperson and the Board/committee understand the Chairperson's role as spokesperson for the committee.                                                                                                                                                                                                                                                                                                                                                                                                                                        |                   |          |          |          |          |          |
| 7. The Chairperson represents the committee within Board and helps build strong relationships with the main stakeholders.                                                                                                                                                                                                                                                                                                                                                                                                                                        |                   |          |          |          |          |          |
| 8. I feel comfortable raising certain issues with the Chairperson.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                   |          |          |          |          |          |
| 9. I believe that joint committees are an effective operational approach to holding Board committee meetings to ensure quorum and avoid delays in decision-making.                                                                                                                                                                                                                                                                                                                                                                                               |                   |          |          |          |          |          |
| Comments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                   |          |          |          |          |          |
| <p>The Committee Chairperson invests time in building relationships with the:</p> <ul style="list-style-type: none"> <li>• Chairperson of the Board of Directors;</li> <li>• President and CEO;</li> <li>• Committee members;</li> <li>• Liaison vice-president for the committee.</li> </ul> <p>An evaluation will be conducted on an electronic survey site.<br/>The results will be communicated to the member in question, the Governance and Nomination Committee and the Chairperson of the Board of Directors.<br/>The results will remain anonymous.</p> |                   |          |          |          |          |          |

\_\_\_\_\_  
(evaluated member's name)

Scale: 6 - strongly agree; 5 - agree; 4 - neither agree nor disagree; 3 - disagree; 2 - strongly disagree; 1 - not applicable (N/A)

| Values and skills                | How would you rate your performance for each of the following statements?                                                                                                        | Evaluation |   |   |   |   |   |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---|---|---|---|---|
|                                  |                                                                                                                                                                                  | 6          | 5 | 4 | 3 | 2 | 1 |
| Strategic thinking               | <b>1. Defining the strategy</b><br>The member has a clear understanding of the Network's core business and participates in defining its strategic objectives.                    |            |   |   |   |   |   |
|                                  | <b>2. Governance</b><br>The member helps ensure that the Board remains focused on strategies rather than on operations.                                                          |            |   |   |   |   |   |
|                                  | <b>3. Risks and controls</b><br>When it comes to risk analysis within the Network, the member takes a sincere and critical approach.                                             |            |   |   |   |   |   |
| Competencies                     | <b>4. Competencies of Board members</b><br>The member has the competencies and experience required to perform their duties.                                                      |            |   |   |   |   |   |
|                                  | <b>5. Professional development</b><br>The member contributes to their professional development.                                                                                  |            |   |   |   |   |   |
| Purpose and values               | <b>6. Defining and applying values</b><br>The member endorses the Network's purpose and values.                                                                                  |            |   |   |   |   |   |
| Humility and curiosity           | <b>7. Inclusiveness and benevolence</b><br>The member is inclusive and considerate of other Board members and Network employees, encouraging open and transparent communication. |            |   |   |   |   |   |
|                                  | <b>8. Open-mindedness</b><br>The member is open-minded about the ideas and opinions of other Board members.                                                                      |            |   |   |   |   |   |
| Integrity and accountability     | <b>9. Proper preparation</b><br>The member prepares for Board meetings and devotes sufficient time to their duties.                                                              |            |   |   |   |   |   |
|                                  | <b>10. Conciseness</b><br>The member is brief and to the point at Board meetings.                                                                                                |            |   |   |   |   |   |
|                                  | <b>11. Rigour</b><br>The member ensures the Network and the Board of Directors are rigorous in their processes.                                                                  |            |   |   |   |   |   |
| Collaboration and mutual support | <b>12. Sharing ideas</b><br>The member shares ideas politely and openly.                                                                                                         |            |   |   |   |   |   |
|                                  | <b>13. Active contribution</b><br>The member takes an active part in discussions at Board meetings.                                                                              |            |   |   |   |   |   |
| Safety and respect               | <b>14. Co-building</b><br>The member works with the other members of the Board of Directors to co-build solutions to identified problems.                                        |            |   |   |   |   |   |
|                                  | <b>15. Empathy</b><br>The member values each person's voice by showing empathy towards them.                                                                                     |            |   |   |   |   |   |

|  |                                                                                                                                                                                                                                         |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | Comments:                                                                                                                                                                                                                               |
|  | <p>An evaluation will be conducted on an electronic survey site.</p> <p>The results will be communicated to the member in question only and to the Chairperson of the Board of Directors.</p> <p>The results will remain anonymous.</p> |



## EVALUATION FORM

In Camera Meetings and Public Meetings of the Board of Directors  
Governance Committee

The purpose of this form is to evaluate the overall effectiveness of the Board of Directors' in camera and public meeting process. Please rate each statement on the following scale: 6 – strongly agree; 5 – agree; 4 – neither agree nor disagree; 3 – disagree; 2 – strongly disagree; 1 – not applicable (N/A). This evaluation will serve as a guide to determine where changes can be made to increase productivity.

|                                                                                                                                                                                                                                                 | Evaluation |   |   |   |   |   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---|---|---|---|---|
|                                                                                                                                                                                                                                                 | 6          | 5 | 4 | 3 | 2 | 1 |
| 1) The time allocated to each item on the agenda was respected.                                                                                                                                                                                 |            |   |   |   |   |   |
| 2) The CEO's information was relevant.                                                                                                                                                                                                          |            |   |   |   |   |   |
| 3) The documentation explained the issues and supported decision-making.                                                                                                                                                                        |            |   |   |   |   |   |
| 4) Board members were prepared and took part in the discussions.                                                                                                                                                                                |            |   |   |   |   |   |
| 5) The members fulfill the Board governance role and do not get involved in management issues.                                                                                                                                                  |            |   |   |   |   |   |
| 6) The Board works strategically in the following areas: <ul style="list-style-type: none"> <li>• Strategic planning;</li> <li>• Financial monitoring;</li> <li>• Quality monitoring;</li> <li>• Risk identification and management.</li> </ul> |            |   |   |   |   |   |
| 7) Decision-making was guided by the mission, vision and values and by reliable data.                                                                                                                                                           |            |   |   |   |   |   |
| 8) Discussions/differences of opinion were effectively managed.                                                                                                                                                                                 |            |   |   |   |   |   |
| 9) Conflicts of interest were identified and managed.                                                                                                                                                                                           |            |   |   |   |   |   |
| 10) The topics were appropriate under the By-Laws.                                                                                                                                                                                              |            |   |   |   |   |   |
| 11) The members used the consent agenda appropriately.                                                                                                                                                                                          |            |   |   |   |   |   |

Please use this space to add comments.

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Please suggest ideas for training or for productive discussions (future discussion topics):

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Thank you!

## EVALUATION FORM

Annual General Meeting of the Board of Directors  
Governance Committee

The purpose of this form is to evaluate the overall effectiveness of the Board of Directors' Annual General Meeting. Please rate each statement on the following scale: 6 – strongly agree; 5 – agree; 4 – neither agree nor disagree; 3 – disagree; 2 – strongly disagree; 1 – not applicable (N/A). This evaluation will serve as a guide to determine where changes can be made to increase productivity.

| I am a:<br>Public member <input type="checkbox"/> Board member <input type="checkbox"/> Elected representative <input type="checkbox"/><br>Civil servant <input type="checkbox"/> Vitalité Health Network employee <input type="checkbox"/> Other <input type="checkbox"/> | Evaluation                                               |   |   |   |   |   |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|---|---|---|---|---|
|                                                                                                                                                                                                                                                                            | 6                                                        | 5 | 4 | 3 | 2 | 1 |
| 1. General relevance of the Annual General Meeting to you.                                                                                                                                                                                                                 |                                                          |   |   |   |   |   |
| 2. The information provided by the Chairperson of the Board of Directors was relevant.                                                                                                                                                                                     |                                                          |   |   |   |   |   |
| 3. The information provided by the Chairperson of the Board of Directors effectively summarized the work performed by the Network over the past year.                                                                                                                      |                                                          |   |   |   |   |   |
| 4. The information provided by the President and CEO was relevant.                                                                                                                                                                                                         |                                                          |   |   |   |   |   |
| 5. The information provided by the President and CEO effectively summarized the work performed by the Network over the past year.                                                                                                                                          |                                                          |   |   |   |   |   |
| 6. The information provided by the committee chairpersons was relevant.                                                                                                                                                                                                    |                                                          |   |   |   |   |   |
| 7. The information provided by the committee chairpersons effectively summarized the work performed by the Network over the past year.                                                                                                                                     |                                                          |   |   |   |   |   |
| 8. The information provided by the Treasurer of the Board of Directors was relevant.                                                                                                                                                                                       |                                                          |   |   |   |   |   |
| 9. The information provided by the Treasurer of the Board of Directors effectively summarized the work performed by the Network over the past year.                                                                                                                        |                                                          |   |   |   |   |   |
| 10. The information provided by the external auditors was relevant.                                                                                                                                                                                                        |                                                          |   |   |   |   |   |
| 11. The information provided by the external auditors effectively summarized the external audit process examining the Network's financial performance over the past year.                                                                                                  |                                                          |   |   |   |   |   |
| 12. In general, the pace of the information presentations was good.                                                                                                                                                                                                        |                                                          |   |   |   |   |   |
| 13. Would you agree to attend one of our future Annual General Meetings?                                                                                                                                                                                                   | Yes <input type="checkbox"/> No <input type="checkbox"/> |   |   |   |   |   |

Please use this space to add comments:

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Thank you for the time you have devoted to helping us improve our future AGMs!