

## Manual: Board of Directors

<b>Title:</b>	DUTIES OF THE CHAIRPERSON		<b>No.:</b> CA-140
<b>Section:</b>	Orientation Guidelines	<b>Effective date:</b>	<b>2024-06-25</b>
<b>Issued by:</b>	Board of Directors	<b>Date of last revision:</b>	2022-06-21
<b>Approved by:</b>	Board of Directors Thomas Soucy, Chairperson	<b>Approved on:</b>	2024-06-25

## POLICY

### General provisions

The Chairperson is appointed by the Minister from among the voting members of the Board of Directors (the “Board”).

The Chairperson:

1. Chairs all Board meetings and manages the Board’s affairs in accordance with the applicable legislation and regulations as well as with the Board’s governance policies; the Chairperson must ensure that the Board is well structured, operates effectively and fulfills its obligations and responsibilities;
2. Fulfills the fiduciary obligations of a Board member;
3. Chairs the Executive Committee;
4. Builds the key relationship between the President and Chief Executive Officer (the “CEO”) and the Board to strengthen the intelligibility and mutual understanding of the roles and expectations of the Board and the management staff. The Chairperson maintains a strong working relationship with the CEO and strives to maintain effective relations with the relevant minister, other government representatives and key partners;
5. Is an ex officio voting member of all Board standing committees;
6. Performs any other duties determined by the Board;
7. Presents a summary of the activities of Vitalité Health Network (the “Network”) at each annual general meeting.

Duties and responsibilities

**Relations with management**

The Chairperson of the Board is responsible for:

1. Advising the CEO and acting as a sounding board, especially in helping the CEO review strategies, define issues, maintain accountability to stakeholders, in accordance with best practices and legislative requirements, and build relationships. The Chairperson directs the Board of Directors, which, in turn, has authority over the CEO;
2. Representing the Network;
3. Ensuring that the CEO is aware of the concerns of the government, the Board and other partners;
4. Directing the Board in reviewing and assessing the CEO's performance, ensuring the CEO's accountability and ensuring that the CEO institutes succession and continuing education plans for the Leadership Team;
5. Working closely with the CEO to ensure that management's strategies, plans and performance are appropriately represented to the Board;
6. Acting as the primary spokesperson for the Board;
7. Fostering a constructive and harmonious relationship of trust between the Board and the Leadership Team.

**Management of the Board of Directors**

The Chairperson of the Board is responsible for:

1. Chairing Board meetings and ensuring that the relevant issues are addressed;
2. Ensuring that the Board operates smoothly;
3. Ensuring that the Board members are aware of their responsibilities and obligations in relation to the Network, government and other partners and that they play a significant role and fulfill their duties during meetings and on Board committees;
4. Ensuring that the Board plays its role fully, especially with respect to approving strategic directions, managing performance and risk, and supervising management effectively;
5. Ensuring that the Board's supervisory responsibility does not infringe upon the CEO's responsibilities, which are more operational;
6. Ensuring that Board members act for the benefit of the Network, and not based on the interests of the social or professional groups from which they originate;
7. Determining the frequency of Board meetings;
8. Assisting the Governance and Nomination Committee in developing Board director selection criteria and compiling a list of potential candidates to be recommended to the government for appointment as directors and in communicating with the government about these criteria; Ensuring, with input from the Governance and Nomination Committee, that the Board members' origins are sufficiently diverse to truly add value to the Board's makeup;
9. Working to foster a climate of confidence and solidarity among the members;

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10. Maintaining liaison and communication with all Board members and committee chairpersons to coordinate input from the members and maximize the effectiveness of the Board of Directors and its committees;
11. Providing assistance and coordinating the agendas, information packages and relevant events for Board meetings in conjunction with the CEO and the Executive Assistant to the Board; reviewing minutes and signing agreements;
12. Ensuring that Board members understand, consider, oversee and approve the Network's major projects in a timely manner;
13. Ensuring that the Board receives appropriate and regular updates from the CEO on all issues important to the welfare and future of the Network;
14. Building consensus and developing teamwork within the Board;
15. Examining Board members' conflict of interest issues;
16. In collaboration with the CEO, ensuring that information requested from the Board by members or committees is provided in a diligent manner and meets their needs;
17. Ensuring that regular evaluations are conducted for the Board, Chairperson of the Board, committees and Board members.

**Relations with the government and other stakeholders**

The Chairperson of the Board acts as the primary link between the Board, the Minister and Department, and other government agencies on issues relating to the Board, and the CEO acts as the primary link for the management and affairs of the organization.

The Chairperson is a voting member of the Health System Collaboration Council to facilitate collaboration between the regional health authorities.

**Terms of Reference Reading and Understanding Record**

Signature 

2024-06-25  
Date

Return a signed copy to the committee chairperson following the first committee meeting in accordance with the annual schedule.

**Supersedes:** Zone 1: \_\_\_\_\_ Zone 5: \_\_\_\_\_  
Zone 4: \_\_\_\_\_ Zone 6: \_\_\_\_\_