

## Manual: Board of Directors

<b>Title:</b>	DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER		<b>No.:</b> CA-180
<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 Board of Directors (the “Board”) hires, supervises and, if applicable, dismisses the President and Chief Executive Officer, who reports to the Board on the general management and conduct of the internal affairs of the Vitalité Health Network (the “Network”) within the framework of the Board’s By-Laws, By-Law Rules, policies, and directives. In these By-Laws, CEO refers to the President and Chief Executive Officer or their delegate.

#### Duties

In the course of their duties, the CEO is:

1. Responsible for the management of the Network;
2. Responsible for the selection, hiring, supervision, continuing education, orientation and termination of all employees;
3. Required to attend all Board meetings and Board committee meetings unless exempted from doing so by the Board;
4. A non-voting ex officio member of all Network committees, including all Board committees or sub-committees;
5. Responsible for taking necessary steps to meet the requirements set out in the Health and Business Plan approved by the Network and in the *Regional Health Authorities Act* and *Hospital Act* and related regulations, for applying the By-Laws, By-Law Rules, Network policies and Board policies, and for ensuring that the Network’s employees comply with all legislation governing the Network;
6. Required to appoint a delegate of their choice;
7. Alone accountable to the Board on issues of quality and safety under section B.13.5 of the By-Laws (“Responsibilities of the Chief of Staff”).


Responsibilities

1. Develop operational and strategic health and business plans in accordance with the Network's purpose and values and recommend these to the Board, including the preparation of updates or modifications to these plans where necessary, and identify the Board's involvement in the initial stages of strategy development.
2. Implement the annual operational and capital plans approved by the Board and monitor operational and financial plans and the achievement of expected results. Submit reports to the Board at regular intervals in this regard and take the improvement measures that are required.
3. Develop annual forecasts for revenue, expenditures, operational results and financial performance.
4. Keep the Board members informed of all significant operational, financial or other matters relevant to the Network. This includes external items emanating from the various levels of governments and from partners.
5. Authorize the commitment of funds to capital projects included in budgets approved by the Board.
6. Enter into agreements, contracts, leases and other transactions in the ordinary course of business in order to pursue the strategies, plans and objectives approved by the Board of Directors, provided, however, that major commitments and risks are reported to the Board on a regular and timely basis.
7. Identify the primary risks related to the Network's operations and implement appropriate systems to manage these risks.
8. Develop and maintain a solid and effective organizational structure and see to the recruitment, hiring and, where necessary, termination of employees as well as their training and continuing education.
9. Provide Board members with the opportunity to meet the Network's key managers at Board and committee meetings.
10. Ensure that the responsibilities and authority of all members of the Network are clearly defined.
11. Establish effective control and coordination mechanisms for all operations and activities and ensure the integrity of management and internal control systems as well as of clinical systems.
12. Ensure that there is effective communication with the relevant ministers and maintain good relations with non-governmental organizations, educational institutions, professional regulatory organizations, other health care organizations, the general public, foundations and other key partners.
13. Act as the Network's primary spokesperson with respect to management.
14. Ensure that the Network operates safely and efficiently and maintain compliance with the Network's management, environmental, and health and safety policies and practices.

**Policy / Procedure No.: CA-180**

15. Ensure that all the Network's operations and activities comply with legislation, regulations, the Code of Conduct and Morals and guidelines governing conflict of interest (CA-135), codes of organizational values, honest business practices, and policies and practices approved by the Board.
16. Foster a corporate culture that promotes practices supporting ethics and respect in the workplace, respect for the person, and social responsibility.
17. Ensure that quality, safety and risk management are priorities for the organization in order to guarantee the highest quality service delivery to the Network's patients and clients.
18. Create a positive workplace that supports creativity and innovation, that encourages responsible, open, transparent and effective communication and that increases satisfaction among staff members, physicians and volunteers.
19. Have a visible and accessible presence within the Network to promote strong relations with all management levels, staff members and unions.
20. Build close ties with associated foundations and auxiliaries by actively participating in their activities.
21. Support integration of the health care system and the creation of strong ties to the community and other health care partners to improve the population's state of health.
22. Build and maintain a strong presence in the community by communicating with the population openly and regularly and by enthusiastically participating in community activities.

**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:** \_\_\_\_\_