



DIAGNOSTIC SERVICES
OF MANITOBA

DSM Board of Directors

BOARD OF DIRECTORS

GOVERNANCE MANUAL

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**Diagnostic Services of Manitoba Inc (DSM)
Board Governance Manual**

Part 1 – Board Governance

Section 1

1.1 Introduction. Diagnostic Services of Manitoba, Inc. (DSM) is a not-for-profit corporation under *The Corporations Act*. DSM was created in 2002 to meet the challenges of increasing demand for diagnostic services and technological innovation; growing expectations for quality control and standardization; the need for information management; and, a growing shortage of skilled technical, medical and scientific staff. DSM is responsible for providing laboratory services throughout the province and diagnostic imaging services in rural Manitoba. DSM diagnostic services are performed primarily in facilities which are operated by the five Regional Health Authorities in Manitoba.

1.2 Corporate Structure. DSM is governed by a Board of Directors. DSM exists to provide high quality laboratory services throughout the province as well as diagnostic imaging services within the Province of Manitoba. The Board of Directors exists to ensure that DSM achieves its mission.

The Board has ultimate accountability for the performance of the entire organization. The Board will be comprised of representatives from a broad spectrum of regions, interests, professions and expertise from within the Province of Manitoba. Board members carry out their mandate in three main ways:

- Provide linkage with stakeholders
- Act as ambassadors for DSM
- Advance the objectives of DSM at the request of the Board within their area of influence

DSM operates as per the strategic goals and priorities of the Board. The Board implements its responsibility for managing DSM's business and affairs by delegating authority to the Chief Executive Officer.

The Chief Executive Officer manages all aspects of DSM's business and affairs; carries out strategic and business plans; achieves established goals and objectives; and, reports regularly on progress to the Board and its Committees.

The DSM General By-Law No. 1 is attached as Appendix 1. The organizational chart is attached as Appendix 2.

1.3 Board Responsibilities. The Board is responsible to the residents of Manitoba to see that DSM achieves appropriate results for appropriate persons at an appropriate cost and avoids unacceptable actions and situations.

Board responsibilities to DSM are to:

- Act as a source of advice and collective wisdom for DSM
- Ensure the provision of explicit governing policies for DSM
- Ensure quality performance by DSM
- Ensure that DSM operates on a sound financial basis

1.4 Board Member's Liability and Protection. Board members hold a fiduciary responsibility for the management of DSM's funds, wrongful termination of employees, breach of contract and the failure of DSM, among other things. Board members are ultimately responsible

for the solvency of the organization. Liability insurance for Board members is held with the Health Insurance Reciprocal of Canada (HIROC).

1.5 Financial Authorities and Delegation. The Board has the power to authorize expenditures on behalf of DSM. The extent of such authority is detailed in the table below. The Board delegates to the Chief Executive Officer, the right to employ and pay salaries to employees within the limits established in the annual Health Plan. Financial signing authorities are reviewed annually.

Signing Authority	Signing Authority Limit
Executive Committee	May act on behalf of the Board to approve purchases or financial commitments where a delay is not in the best economic or operational interest of DSM
Committees of the Board	Have no authority to commit funds or resources of DSM
Chief Executive Officer	Detailed in Section 4, paragraph 4.4

Section 2 – DSM Governance

2.1 Governance Model. The Board is accountable to the Minister of Health to meet its mandate and responsibilities.

The Board oversees the fiduciary and strategic aspects of the business conduct of DSM and the activities of management. The Board’s fundamental objective is to ensure that DSM meets its obligations on an on-going basis and operates in a safe, efficient and reliable manner. Its responsibilities include:

- Reviewing, adjusting and approving the strategic plan, operating budgets and capital expenditures
- Maintaining the integrity of internal controls and information systems
- Planning for Board and management succession

The Board also ensures compliance with regulatory processes, including *The Regional Health Authorities Amendment Act*, *The Personal Health Information Act* and *The Freedom of Information and Protection of Privacy Act*.

Stakeholders of the Board include:

- **Minister of Health.** The Minister appoints the Board and the Board is accountable to the Minister of Health to meet its mandate and responsibilities.
- **Regional Health Authorities and CancerCare.** DSM is accountable to the organizations with which it operates and has funding agreements.
- **Educational Institutions.** These include universities, colleges and other institutes which produce the future human resource base for DSM as well as professional development for current staff members.
- **Workforce.** It is essential that DSM has a strong workforce of people who are proud of their work, are accountable and are recognized, respected, and rewarded.
- **Others.** Other groups may include but are not limited to:
 - Advisory Councils
 - Professional bodies
 - Non-governmental organizations
 - Individuals who contribute to the health care system

2.2 Meeting the Governance Objectives. The Board must ensure the organization is directed and controlled through:

- Alignment with its Mission, Vision and Values
- Risk management through appropriate controls for the organization and its assets
- The preparation of a Strategic and annual Health Plan

The Board utilizes the following to meet its corporate governance objectives through:

- A strategic planning process as specified in this Manual
- Annual assessment utilizing a variety of governance tools
- Establishment of committees as appropriate
- Establishment and delegation of financial authorities
- Establishment of clear division of responsibilities between the Executive Committee and the Chief Executive Officer

2.3 Board Composition. The Board of Directors of DSM is comprised of 13 members from within Manitoba's health care community who offer skills and expertise in key clinical, scientific, operational and personnel areas, providing strong and strategic leadership as DSM pursues its vision of service excellence.

Board members shall be appointed by the Minister from time to time as the sole member of the Corporation, as follows:

1. A Board Chair
2. Two Manitoba Health Officials
3. A CancerCare Manitoba (CCMB) official
4. One senior official from each of the four rural and northern RHAs and two senior official from WRHA and
5. Up to three individuals, who are not Manitoba Health, Regional Health Authority, DSM or CancerCare Manitoba Officials.

The term of office of a Director shall be no more than three (3) years and shall be determined by the Minister. The term of office of a Director on the Executive Committee shall be for one year, however, a Director whose term has expired may be reappointed.

2.4 Mandate of the Board. The Board is the governing body of DSM. It is mandated to provide governance over the business of DSM and to oversee its service delivery, quality of care, innovation and financial transactions. The Board has responsibility for governing, leadership and direction; condition and constraints; oversight of performance; knowledge of stakeholder expectations, needs, concerns and interests; acting in the best interests of the organization; and ensuring the financial sustainability of the organization.

In order to realize its mandate, the Board collectively, must possess knowledge in relation to health, business, finance, law, government, the organization of employees and the interests of clients and patients.

2.5 Governance Principles. The DSM Board of Directors has adopted the following principles:

- The Board is responsible for governance by considering the needs of all stakeholders, most importantly patients. It must ensure that the structures and processes, which it puts in place, are effective in facilitating DSM's mission, vision and values
- The Board governs and Management manages. The Board's role is to ensure that DSM has the appropriate management in place. Day-to-day management is the responsibility of the Chief Executive Officer, who reports to the Board

- The Board maintains focus on intended long term goals and impacts by ensuring there is a clear understanding, input and monitoring of the elements which influence achieving the goals
- The Board may act as a sounding board to test new ideas and be pro-active in initiating policy, not merely reactive
- The Board is committed to excellence in care
- The Board takes ownership of Patient Safety, Quality & Innovation and makes this a regular agenda item
- The Board is committed to transparency in its processes
- Board members are committed to developing a culture of openness, transparency, candor and trust in their dealings with each other
- The Board uses the expertise of individual members to enhance the knowledge and ability of the Board as a body, rather than to substitute their individual judgments for the group's values
- Although the Board uses standing and ad hoc committees, only the Board can make decisions that are binding on the organization. The Board may elect to delegate these responsibilities.

2.6 Board Role and Responsibilities. There are generally accepted rules and standards describing the duties and responsibilities of directors. Board responsibility includes:

Strategic Planning Process

- Provide input to management on emerging trends and issues.
- Review and approve management's operational actions.
- Review and approve the organization's financial objective, plans and actions, including significant capital allocations and expenditures.

Monitoring Tactical Progress

- Monitor corporate performance against the strategic and operational plans, including assessing operating results to evaluate whether the organization is being properly managed.

Risk Assessment

- Identify the principal risks of the organization and ensure that appropriate systems are in place to manage these risks.

Senior Level Staffing

- Select, monitor, evaluate and, if necessary, replace the CEO and ensure management succession.

Integrity

- Ensure the integrity of the organization's internal control and management information systems.
- Ensure ethical behavior and compliance with laws and regulations, audit and accounting principles, and the organization's own governing documents.

Material Transactions

- Review and approve material transactions not in the ordinary course of business.

Monitoring Board Effectiveness

- Assess its own effectiveness in fulfilling the above and other Board responsibilities, including monitoring the effectiveness of individual directors.

Other

- Perform such other functions as prescribed by law or assigned to the Board in the organization's governing documents.

A copy of the Board of Director's Terms of Reference is attached at Appendix 3.

2.7 Director Attributes. Director attributes are summarized below:

Integrity and Accountability

- Directors must demonstrate high ethical standards and integrity in their personal and professional dealings, and be willing to act on – and remain accountable for – their board room decisions.

Informed Judgment

- The ability to provide wise, thoughtful counsel on a broad range of issues ranks high among the qualities required in directors. They must develop a depth of knowledge of health in order to understand and question the assumptions upon which the strategic and business plans are based, and to form an independent judgment as to the probability that such plans can be achieved.

Financial Literacy

- An important role of the Board is to monitor financial performance. To do this, directors must have a high level of financial literacy.

Teamwork

- Directors who value Board and team performance over individual performance and who possess respect for others, facilitate superior Board performance

Communication

- Openness to other’s opinions and the willingness to listen should rank as highly as the ability to communicate persuasively. Directors must approach others assertively, responsibly and supportively and be willing to raise contentious questions in a manner that encourages open discussion.

Track Record and Experience

- In today’s highly competitive world, only organizations capable of performing at the highest levels are likely to prosper. Directors must bring a history of achievement that reflects high standards for themselves and others.

2.8 Board Officers. By-law No. 1, attached at Appendix 1, specifies that there are four officers among the Directors: the Chair, the Vice-Chair, the Treasurer and the Secretary.

Chair: The Chair shall:

- Call and preside at all meetings of the Board
- Be an ex-officio member of all committees
- Act as a spokesperson for DSM as determined by the Board
- Perform such duties as may be assigned from time to time by the Board
- Ensure that the mission and strategic plan are followed
- Determine the agenda for all Board, Executive Committee and Annual General Meetings
- Facilitate discussions at the Board level and take all reasonable steps to ensure the appropriate level of communication among Directors and between management of DSM, the Board and Board committees
- Provide advice and counsel to the Chief Executive Officer
- Support the Chief Executive Officer as a liaison to affiliated organizations
- Take a lead role in recommending an appropriate remuneration package and in evaluating the performance of the Chief Executive Officer
- Take a lead role in conducting search and selection for a new Chief Executive Officer should that become necessary
- Monitor the ongoing performance of Officers and Directors and, as necessary, address performance issues with the individual volunteers

Vice-Chair: The Vice-Chair shall:

- Perform such duties as may be assigned from time to time by the Board by resolution and during the absence or disability of the Chair shall have the powers and duties of that office

Treasurer: The Treasurer shall:

- Conduct the banking business of the Board
- Advise the Board on the financial matters of the Board and the Authority
- Ensure that all funds of DSM are kept in proper and safe custody
- Ensure that quarterly financial statements are prepared and submitted to the Board at the regular meetings of the Board, or at the request of the Board or the Board Chair

Secretary: The Secretary shall:

- Give, or cause to be given, notices of all meetings of the Board (in practice, the Executive Assistant to the Chief Executive Officer gives general meeting notices), and, as directed by the Board, of meetings of committees of the Board
- Prepare in consultation with the Board Chair, and distribute the agendas of the Board meetings, and, as directed by the Board, of committees of the Board Agendas for Board meetings provided to the Directors not less than 7 days prior to the meeting
- Attend all Board meetings, and, as directed by the Board, of committees of the Board, and record and circulate to all directors the minutes of such meetings
- Maintain a record of directors' attendance at meetings of the Board
- Conduct correspondence as directed by the Board
- Maintain custody of the corporate seal
- The Executive Assistant to the CEO maintains the minute book of DSM under the direction of the Secretary
- The Secretary performs such other duties as may be assigned from time to time by the Board by resolution

2.9 Board Members Responsibilities and Expectations. The following are some roles, responsibilities and expectations for all Board members which will maximize their contribution to the Board.

- In accordance with the Act, in exercising his or her powers and discharging his or her duties:
 - Act honestly and in good faith with a view to the best interests of the corporation; and
 - Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances
- Participate actively in the business of the Board and make a positive contribution to providing visionary leadership and direction to the organization
- Stay informed on matters relevant to governing the organization
- Do not speak as an individual on behalf of the Board unless authorized
- Come to meetings having read prepared material
- Make a concentrated effort to attend all Board meetings and to notify the Chair of you inability to attend any Board meetings
- Attend DSM Annual General Meeting
- Participate and support as many of the events and activities as possible
- Participate on committees or task groups
- Participate in the strategic planning of DSM

Section 3 – Board Committees

3.1 Committees of the Board. The role of the Committees of the Board is to assist and support the Board with specific aspects of its responsibilities. Committees permit deeper examination and analysis of issues. Committee members may bring an additional level of expertise to the issues at hand. It is not the role of Committees to supplant the work of the Board or to make decisions on the Board's behalf. Board Committees are not to be created by the Board to advise staff or to help staff do their jobs. Except as defined in written Terms of Reference, no Committee has authority to commit the funds or resources of DSM.

The Chief Executive Officer or delegate shall provide administrative support to facilitate the work of Board Committees. This policy applies only to Committees which are formed by Board action, whether or not the committees include non-Board members. It does not apply to Committees formed under the authority of the Chief Executive Officer.

The DSM Board currently has the following committee structure in place:

- Executive Committee
- Governance Committee
- Patient Safety and Quality Committee
- Finance and Audit Committee

The Chair and members of all Board Committees shall be appointed by the Board and report to the Board. The Board Chair is an ex-officio, member of all Committees. The Chief Executive Officer may serve as an ex-officio, non-voting member of Committees of the Board, as prescribed by the Board.

The Board shall appoint the members of any Committees, including *Ad Hoc* Committees as required, and shall approve the terms of reference outlining purpose, authority and composition for each Committee.

3.1.1 Executive Committee. The Executive Committee of the Board is to be comprised of the Board Chair, Vice Chair, ADM Representative from Manitoba Health as well as the Chairs of the Board Sub Committees. Subject to the Unanimous Membership Declaration made by the Minister as the sole member of the Corporation, the Executive Committee of the Board, under section 36.1 of the By-laws, the Executive Committee shall exercise the full powers of the Board in any crisis situation arising between Board meetings, reporting every action at the next meeting of the Board; and perform such other duties as the Board may direct.

The Executive Committee shall draw up such procedures and regulations necessary to provide the requisite governance of DSM, however, such procedures and regulations shall require the approval of the Board. The Executive Committee may act on behalf of the Board to approve purchases or financial commitments where a delay is not in the best economic or operational interest of DSM. Terms of Reference are attached at Appendix 3.

3.1.2 Governance Committee. The role of the Governance Committee is to develop draft policies for Board Governance to guide the Board in the fulfillment of its obligations. It is generally the Board's role to establish policies while implementation and subsidiary policy development is delegated to the Chief Executive Officer. The Governance Committee will be chaired by the Vice Chair and the Executive Committee Chair and Chief Executive Officer shall be ex-officio members of the Committee. The Governance Committee is also responsible for recommending appropriate mechanisms for monitoring progress towards Board goals and in complying to the unique reporting relationship with Manitoba Health.

The Governance Committee is also responsible for recommending the means of educating the Board members about Board policies and the general responsibilities of being a Board member. Terms or Reference are attached at Appendix 3.

3.1.3 Patient Safety and Quality Committee. The role of the Patient Safety and Quality Committee supports the Board in ensuring that DSM is being accountable and achieving sustainable results in the following areas:

- Fostering and supporting a client safety culture throughout the organization
- Working with senior management to identify risks to the organization and promoting ongoing quality improvement.

A copy of the Term of Reference is attached at Appendix 3.

3.1.4 Finance and Audit Committee. The role of the Finance and Audit Committee is to ensure that appropriate due diligence is directed towards the control, accountability and reporting functions of DSM, including its annual financial statements. The Finance and Audit Committee shall periodically review DSM's financial statements, policies and procedures and recommend to the Executive Committee whether such financial statements should be approved and if policies and procedures should be revised.

The Finance and Audit Committee shall comprise the Chair (ex officio), the Chief Executive Officer (ex officio) and two or three other members of the Executive Committee as recommended by the Executive Committee. At least one member should have an accounting designation or related financial management experience. A copy of the Finance and Audit Committee Terms of Reference is attached at Appendix 4.

3.2 Code of Conduct for Directors. Directors of non-profit corporations, such as DSM, are held to strict standards of honesty and loyalty and are required to avoid situations involving a conflict between their personal interest and those of the corporation. In particular, Directors are precluded from using corporate property for personal benefit and from appropriating a business opportunity properly belonging to the corporation. In addition, a Director is not allowed to directly or indirectly receive any benefit or payment from DSM, except for compensation as directed by the Board and reimbursement of reasonable expenses in accordance with DSM policies.

3.2.1 Conflict of Interest. All Directors of DSM Board are charged with the responsibility of allocating and managing health resources including the spending of public tax dollars for public laboratory and public diagnostic imaging services in Manitoba. Thus, Directors are expected to maintain high standards of integrity and ethical conduct. Directors must be vigilant to prevent any actual or perceived misconduct. Further, Directors should conduct their personal business affairs so as to avoid an obligation to any person who might benefit from special consideration or favour on their part.

In keeping with the DSM Conflict of Interest Policy, 10-40-15, upon joining the Board and from time to time, Board members will be asked to again disclose any conflict or potential conflict of interest. Every Director of DSM is required to file a disclosure statement upon becoming a Director. Thereafter, each Director must file an annual disclosure statement that is reviewed by the entire Board and by DSM's external auditors. Disclosure is a confidential procedure to protect both the individual and the Board from unfair or improper allegations of conflict of interest

All Directors are "unrelated Directors", ie Directors who are independent of management and free from any interest and any business or other relationship that could, or could reasonably be perceived to, materially interfere with the Director's ability to act with a view to the best interests

of DSM. From time to time, items may arise that may present a conflict of interest for an individual Director. In those circumstances the Director absents himself or herself from the room for the discussions and any vote.

The DSM Chief Executive Officer is not a member of the Board and is considered “unrelated” by virtue of his/her position in management.

3.2.2 Confidentiality. Every Director, Officer and employee of DSM shall respect the confidentiality of matters brought before the Board or before any committee of the Board *In Camera*, or that is sent to Directors on a confidential basis, and any such information shall not be communicated to any person not entitled by law to that information.

Board members are responsible for protecting the confidentiality of all personal health information and information not readily available to the public or which would expose DSM to charges of breach of trust. This includes information regarding patients, employees and the business affairs of DSM. Board members are required to read the information provided in the orientation package and to sign a Pledge of Confidentiality form.

3.3 Linkages with Other Stakeholders. It is critical to DSM’s strategic objectives that the Board excels in open relationships with its stakeholders. Stakeholders include:

- Government
- Membership in Other Organizations
- Board appointments to External Policy or Advisory Committees
- Relationships with Other Organizations

In addition, DSM supports the distribution of a newsletter to the Board, Executive of Regional Health Authorities, Senior Health Executive, E-health, Cadham Lab, educational institutes, professional associations, University of Manitoba and Unions.

3.4 Directors’ Compensation. No Director or member of a DSM committee who is an employee of a federal, provincial or territorial government or who is an employee of an organization that receives funding from a federal, provincial or territorial government shall be entitled to receive any remuneration from the Corporation, unless such employee is not remunerated by his or her employer for holding office on the Board. Subject to Board approval, Directors are reimbursed for all reasonable out-of-pocket expenses, and travel expenses incurred to attend the business of DSM.

Section 4 – Board and the Chief Executive Officer

4.1 Relationship Between the Board and the Chief Executive Officer. The Board carries out its responsibility through the delegation of authority to the Chief Executive Officer. The Board establishes the mandate, responsibility and performance objectives of the Chief Executive Officer. The primary contact and communications between the Board and Chief Executive Officer is through the Executive Committee Chair on an ongoing basis. The Board expects the Chief Executive Officer and other officers of DSM to manage all aspects of DSM’s business and affairs, to carry out the strategic and Health plans, achieve established objectives, and to report regularly to the Board and its committees on their progress.

Except in the event that the Minister of Health, in his/her capacity as sole member of the Corporation makes a unanimous membership declaration, which shall supersede the Board Decision(s) and be binding on the Chief Executive Officer, only decisions of the Board acting as a body are binding upon the Chief Executive Officer.

The Board's official connection to the operational organization, its achievements and conduct will be through the Chief Executive Officer. Accordingly, the Board will:

- Give instructions only to the Chief Executive Officer
- Evaluate the Chief Executive Officer only
- View the Chief Executive Officer's performance as identical to organizational performance, so that the degree of accomplishment of the strategic and Health Plan will be reflective of the Chief Executive Officer's performance.

In the case of Board Members or committees requesting information or assistance without Board authorization, the Chief Executive Officer can refuse such requests that require, in the Chief Executive Officer's judgment, a material amount of staff time or funds or is disruptive. The Board will never give instructions to persons who report directly or indirectly to the Chief Executive Officer.

The Board is responsible for appointing the Chief Executive Officer and the Chief Executive Officer is accountable to the Board. Additionally, the Board will:

- Define its expectations of the Chief Executive Officer
- Monitor the performance of the Chief Executive Officer
- Establish the terms and conditions of employment for the Chief Executive Officer

4.2 Monitoring Executive Performance. The purpose of monitoring is to determine the degree to which Board policies are being fulfilled. Monitoring will be as systematized as possible and reports shall be circulated prior to Board meetings in order to minimize the use of Board meeting time. A given policy may be monitored either through disclosure of compliance information; External auditor, inspector or judge who is selected by and reports directly to the Board, or by a Board member, Board committee or by the Board itself. The Board will determine the frequency and method of evaluation.

4.3 Responsibilities of the Chief Executive Officer. The Chief Executive Officer, subject to the authority of the Executive Committee, shall have general supervision of the business of DSM. The Chief Executive Officer shall attend meetings of the Executive Committee, Board of Directors and Committees of the Executive Committee as directed by the Board.

The Chief Executive Officer shall:

- Lead and manage the organization to ensure all conditions, procedures or decisions are safe, dignified and provide adequate confidentiality and privacy in the provision of the highest possible quality of care and service to clients or potential clients
- Be responsible for the day-to-day operational management of DSM. Direction is provided to the Chief Executive Officer through the Board in the development of a strategic plan
- Achieve the goals set out in the Health Plan and as otherwise directed by the Board, and report progress and success on the achievement of these goals
- Ensure financial planning complies applicable statutes and regulations and meets with the requirements of Manitoba Health
- Ensure that all DSM expenditures are in accordance with Board priorities, within Health Plan approvals and budgeted amounts, and that DSM payroll and debts are paid in a timely manner and within mandated periods
- Ensure compliance with all applicable statutes and regulations affecting the operation of DSM as well as ensuring effective management of staff and financial resources, including succession planning for the Chief Executive Officer for temporary and/or emergency situations

- Ensure working conditions for staff and others which are fair, dignified, safe and in compliance with legislated employment standards or negotiated contracts through the development of policies and procedures
- Ensure protection of intellectual property, information and files from loss or significant damage as well as a records management program which meets generally accepted records management principles
- Ensure DSM corporate assets are protected, adequately maintained and insured against liability and loss
- Provide a comprehensive report to the Board on any potential or current threats to DSM operations e.g. environmental or safety concerns
- Recognize the special relationship that exists with the healthcare community, government of Manitoba and people of Manitoba and ensure an effective program of external communications
- Be the primary spokesperson for DSM media relations in accordance with the boundaries established by Board policy which includes an effective communications and public relations strategy
- Develop the appropriate partnerships to encourage involvement and ownership in DSM's activities, and to maximize efficiency and effectiveness in the use of public resources.

A copy of the Chief Executive Officer's position description is attached at Appendix 12.

4.4 Chief Executive Officer Approval Authority

Item	Limit	Prior Approval By
Financial Commitment	>\$2,000,000	Chair or Vice Chair and Secretary/Treasurer or other Designated Director
Financial Commitment	<\$2,000,000	Chief Executive Officer
Financial Commitments required by law, such as GST or income tax withholdings, or payments for capital items previously approved by Manitoba Health	Unlimited if previously approved by Manitoba Health regardless of the amount	CEO or delegate

Limitations to not apply to items approved for purchase through Manitoba Health Specialized Capital Equipment process (including the Provincial Imaging Advisory Committee (PIAC)).

4.5 Communication With the Board. The Chief Executive Officer will keep the Board informed and support in it work through provision of, but not limited to, the following:

- Submission of monitoring data as required by the Board in a timely, accurate and understandable fashion, directly addressing provision of the Board policies being monitored
- Advising the Board of relevant trends, significant legal issues, adverse media coverage, significant external and internal changes, senior level staffing decisions and any changes to the assumptions upon which the Board policies have previously been established
- Advising the Board in a timely manner of any actual or anticipated non-compliance with policies of the Board

4.6 Chief Executive Officer Performance Review. The Chair of the Executive Committee will seek input from Directors and possibly outside groups as part of the annual review of the Chief Executive Officer's performance. The following criteria will be used in the evaluation:

- Achievement of the goals set out in the annual Health Plan

- Compliance with commonly accepted business practices
- Professional ethics
- Quality of communications and reporting to the Executive Committee i.e. timely, clear, concise, effective reporting
- Effectiveness of stakeholder and client relations
- Compliance with applicable provincial regulations and acts
- Plans for Chief Executive Officer succession

The Executive Committee, through the Chair shall bring to the attention of the Chief Executive Officer any relevant concerns voiced by the Board regarding the performance of the Chief Executive Officer. This will be done in a constructive manner, always with the good of DSM as the focus.

Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the Chief Executive Officer. If the Chief Executive Officer is unable to act in his/her capacity, the Board may, by resolution, appoint an individual to temporarily assume the Chief Executive Officer's responsibilities.

4.7 Remuneration and Benefits. The remuneration and benefits for the Chief Executive Officer will be reviewed annually by the Board. The review and assessment will be aligned with the outcome of the evaluation process for the Chief Executive Officer and its pre-established criteria. The Board shall determine the remuneration and benefits of the Chief Executive Officer.

Section 5 – Board Orientation, Development and Education

5.1 Board Orientation, Development and Education. A Director of any corporation, for-profit or non-profit, must have a basic knowledge of the organization. At a minimum, all Directors should make it their business to be aware of the requirements of the internal governance mechanisms by which the Board operates. Similarly, all Directors must understand what the organization does in practice and how it puts its policies into action.

- New Board members will be directed to the DSM website for copies of the Board Information Package and video will be provided to all new Directors in advance of their first meeting for their review and questions.

Orientation of new Directors, board development and ongoing board education are important aspects of governance. They include activities such as:

- **Orientation of New Directors.** Each year, an orientation seminar is held for new Directors. Open to all other Directors, this session reviews the overall operations of DSM, Board Governance, and Board Responsibilities.
- **Board Education.** At each Board meeting, a Board education session will be included in the agenda.
- **Board Retreats.** The Board will hold yearly retreats to review the strategic direction of DSM.
- **Development of Board as a Team.** An important aspect of governance is a Board that performs at a high level of effectiveness. Part of the overall development program will be to expose the Board to ways of improving its effectiveness through such things as discussion of relevant articles, books, guest speakers, etc.
- **Board Mentorship.** With experienced Board members providing guidance (relative to process and procedure, not content) to new Board members.

Part Two: Board Meetings and Agendas

1. Frequency of Meetings

The Board Chair shall convene at least 10 regular meetings of the Board in each fiscal year at such times and places as the Chair deems appropriate. Board meetings shall be conducted according to Board By-Laws and will be guided by Robert's Rules of Order.

All requests for presentations to and/or meetings with the Board from external groups shall be in writing addressed to the Board briefly outlining the reason and content for such a presentation and/or meeting. Delegations/presentation shall address their presentation to the Chair. A delegation/presenter shall be advised by letter addressed to its spokesperson of the Board's decision on the issue addressed unless it is determined by the Chair to delegate a Board member or staff to contact the spokesperson.

Board meetings are closed to anyone other than Board members and invited guests.

The Chair may call special meetings of the Board where he or she considers it necessary and/or at the request of the Minister.

2. Board Member Commitment

Board member commitment to the Board is expected. Board members are encouraged to actively participate in discussions at the Board and Committee level. As well, Board member attendance is expected at all Board and Committee meetings. By-law No. 1, requires that a Board member "shall be automatically vacated" if he/she "misses three consecutive regular meetings of the Board or fails to attend 70% of the meetings of the Board in any 12 month period without approval by resolution of the Board. An annual review will occur of attendance of Board members.

All Board members are expected to actively participate in the Board meetings. To fulfill this requirement Board members are expected to:

- Review the agenda and related material in advance of each meeting.
- Attend meetings of the Board and Committees to which he/she may be appointed.
- Be ready to discuss the business before the meeting in a prepared and knowledgeable way.
- Vote – unless excluded by reason of conflict of interest or other prohibition – on matters that come before the meeting.

A Director may participate in a meeting of the Board or any committee, including the Executive Committee, by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other. A Director participating in the meeting by that means is deemed to be present at the meeting.

3. Agendas and Minutes

A detailed agenda shall be prepared jointly by the Board Chair and the CEO and shall be approved by the Board to ensure that they relate to the Board's job description.

Minutes shall be kept for all meetings and shall be circulated to all Directors. After the Minutes are approved by a majority vote at a subsequent Board meeting, a copy of the Minutes shall be submitted to the Minister by the Chair as information. Minutes of Board meetings shall be made available to the public through posting on the DSM webpage.

Board committee minutes are not available for circulation other than to members of the Board and staff members of the committee.

Board Agenda Planning & Reporting Cycle. The Board shall maintain control of its own agenda by developing an annual schedule which includes, but is not limited to:

- Monitoring and reviewing governance policies in relation to DSM in a two year review cycle
- Monitoring the Board's own compliance with its Governance Policies in a two year review cycle
- Participating in Board orientation and education
- Reviewing the results of compliance monitoring with the Chief Executive Officer

Board Private Sessions. The Board may from time to time, conduct private, or *In Camera*, sessions of the Board. The purpose of the private session is to allow the Board to discuss matters on its own without the presence of management or other staff. Any written record or minute from the private sessions will not be part of the regular Board minutes, but stored separately in a confidential file by the Secretary of the Board. Under the Freedom of Information and Protection of Privacy (FIPPA) Act, Minutes of *In Camera* sessions of the Board are protected from access under Articles 22(1) and 23(1). Depending on the subject, decisions taken in *In Camera* sessions of the Board may still need to be taken to the Board for approval.

Part Three: Board Evaluation/Performance

1. Board Responsibility. Assessing Board effectiveness is an important governance responsibility and is comprised of an annual assessment, and an exit interview process.

The Board is responsible to establish a governance process policy and a governance action plan, which will serve as measurable standards against which the Board's performance can be evaluated.

The Board will monitor its adherence to its own Governance Process policies on a regular basis. Upon the choice of the Board, any policy can be monitored at any time. However, at a minimum, the Board will both review the policies and monitor its own adherence to them on a two year cycle.

2. Assessment Process

Under the leadership of the Chair, the Board will be engaged in an assessment process that includes completion of an assessment questionnaire that will be supplemented by periodic discussions between the Chair and each Director. The compiled results of the Board assessment are used as the basis for discussion and to help the Board determine changes in its governance processes and policies and specific goals and objectives for improvement of identified areas.

Board assessments should include input from all stakeholders as well as DSM Senior Management. Questions can vary significantly from evaluation to evaluation based on the requirements of the Board.

Part Four: The Strategic Plan and Monitoring Corporate Performance

The Strategic Plan is part of a continuum that starts with the mission statement and carries it through to the Health Plan. The Strategic Plan identifies Board priorities. The role of the Board is to approve the Strategic Plan and monitor its implementation. The CEO and management staff are responsible for implementation of this plan, reporting results and identifying any barriers to implementation.

Directors must assess and evaluate progress and make adjustments to the plan when external conditions impact upon the ability to achieve results. Directors must also be prepared to assess and react to systemic barriers to support implementation of the Strategic Plan based on information and recommendations provided by the CEO. The CEO provides regular monitoring reports as to progress on the Strategic Plan.

The current year operating budget, approved by the Board is a tangible demonstration of how resources are allocated to support the mission, vision, values and Strategic Plan. Resource allocation should flow consistently with identified Board priorities. The Board approves the annual budget submission to Manitoba Health and must be assured that resource allocation decisions presented by management are consistent with Board-approved priorities.

The Board is responsible for overall financial performance. The Board delegates its responsibility for budget management and performance to the CEO and the Financial Committee of the Board. All Directors have a responsibility to provide oversight in this area and to ensure that resources are managed prudently, effectively and efficiently.

Appendix 1

General By-Law No. 1 of DSM

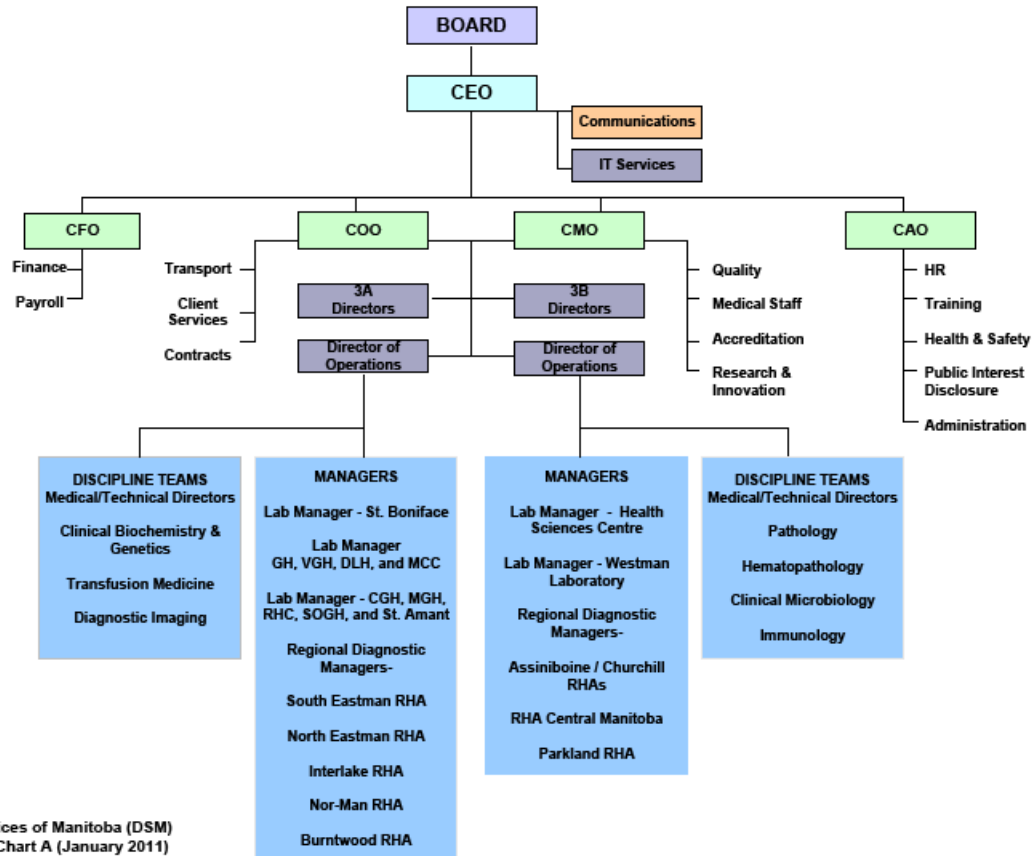
dated _____

To be issued by Minister's Office

Attached as Separate Document

Appendix 2

DSM Organization Chart



Appendix 3 – Terms of Reference

This section contains Terms of Reference (TORs) for the following:

1. Board of Directors
2. Executive Committee
3. Governance Committee
4. Patient Safety and Quality Committee
5. Financial and Audit Committee
6. Chief Executive Officer

Terms of Reference Board of Directors

1. Purpose

The function of the Board is to uphold the fundamental principles of the DSM Board in determining and demanding appropriate organizational performance. The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management.

2. Authorities

The Board is responsible to the residents of Manitoba to see that DSM achieves appropriate results for appropriate persons at an appropriate cost and avoids unacceptable actions and situations.

Board responsibilities to DSM are to:

- Act as a source of advice and collective wisdom for DSM
- Ensure the provision of explicit governing policies for DSM
- Ensure quality performance by DSM
- Ensure that DSM operates on a sound financial basis

3. Composition

Board members shall be appointed by the Minister from time to time as the sole member of the Corporation, as follows:

- A Board Chair
- Two Manitoba Health Officials
- A CancerCare Manitoba (CCMB) official
- One senior official from each of the four rural and northern RHAs and two senior officials from WRHA and
- Up to three individuals, who are not Manitoba Health, Regional Health Authority, DSM or CancerCare Manitoba Officials.

4. Term of Office

The term of office of a Director shall be no more than three (3) years and shall be determined by the Minister.

5. Quorum

A quorum shall consist of a majority of the Board. No meeting of the Board shall be held without a quorum in attendance.

6. Frequency of Meetings

The Board Chair shall convene at least 10 regular meetings of the Board in each fiscal year at such times and places as the Chair deems necessary.

The Chair may call special meetings of the Board where he or she considers it necessary and shall call special meetings at the request of the Minister; or at the request of at least 2 Directors and will provide not less than two (2) days, where reasonably possible, prior to the meeting.

7. Distribution of Minutes

Minutes shall be kept for all meetings and shall be circulated to all Directors. After Minutes are approved by a majority vote at a subsequent Board meeting, a copy of the Minutes shall be submitted to the Minister by the Chair as information.

Terms of Reference – Executive Committee

1. Purpose

Subject to the Unanimous Membership Declaration made by the Minister as the sole member of the Corporation, Executive Committee of the Board provides:

- 1.1 Actions on behalf of the Board in emergent situations, when it is not feasible to convene a meeting of the entire Board.
- 1.2 Any other duties as the Board may direct.

2. Authority

2.1 The Committee must report any actions taken at the next meeting of the Board, and in no case does the Committee have the authority to change Board By-Laws or policies or act in contravention of them.

2.2 May act on behalf of the Board in emergent situations when it is not feasible to convene a meeting of the entire Board subject to any unanimous membership declaration made by the Minister as sole member of the Corporation, as per By-Law No. 1.

2.3 May act on behalf of the Board to approve purchases or financial commitments where a delay is not in the best economic or operational interest of DSM.

3. Composition

The Committee shall be composed of the following Directors:

- 3.1 The Board Chair, who shall act as Chair of the Executive Committee;
- 3.2 The Vice-Chair;
- 3.3 ADM representative from Manitoba Health; and
- 3.4 The Chairs of the Board Sub-Committees.

4. Term of Office

The Chair and Vice-Chair shall serve on the Executive for the duration of their term of office as Chair and Vice-Chair respectively. The Directors appointed to the Executive under Items 3.3 and 3.4 shall serve for a term of one year. A Director whose term on the Executive has expired may be reappointed.

5. Quorum

A quorum shall consist of a simple majority of the Committee. No meeting shall be held without a quorum in attendance.

6. Frequency of Meetings

The Executive Committee shall meet at the call of the Chair, as often as the Chair deems necessary, and provide necessary resource material, not less than 1 day, where reasonably possible, prior to the meeting.

7. Distribution of the Minutes

Minutes will be distributed to the Committee by email for corrections as soon as possible after a meeting, then distributed to the full Board with the agenda material for the next Board meeting.

Terms of Reference – Governance Committee

1. Purpose

- 1.1. To develop draft policies for Board governance to guide the Board of Diagnostic Services of Manitoba, Inc. in the fulfillment of its obligations. As directed by the Board, these policies will be built around a policy governance framework.
- 1.2. To recommend means of educating the Board members about these policies and about the general responsibilities of being a Board member.
- 1.3. To recommend appropriate mechanisms for monitoring progress toward the Ends and compliance with the Executive Limitations that are consistent with the unique reporting relationship of DSM to the Provincial Department of Health.

2. Authority

The Committee will report to the Board of Directors of DSM.

3. Composition

The membership will consist of 5 members, to be appointed by the Board. The Chief Executive Officer shall attend as an ex-officio, non-voting member.

4. Term of Office

The term of office of a Director shall be no more than three (3) years and shall be determined by the Minister.

5. Quorum

A quorum shall consist of a simple majority of the Committee. No meeting of the Committee shall be held without a quorum in attendance.

6. Frequency of Meetings

Meetings shall be at the call of the Chair.

7. Distribution of the Minutes

Minutes will be distributed to the Committee by email for corrections as soon as possible after a meeting, then distributed to the full Board with the agenda material for the next Board meeting.

Terms of Reference – Patient Safety and Quality Committee

1. Purpose

The Patient Safety and Quality Committee will support the board in ensuring that it is being accountable and achieving sustainable results in the following areas:

- 1.1.** Fosters and supports a client safety culture throughout the organization,
 - 1.1.1. Promotes patient safety through setting clear expectations, goals, and objectives to reduce harm.
 - 1.1.2. Monitors performance against goals and objectives.
 - 1.1.3. Makes client safety part of the governance and strategic planning process.
 - 1.1.4. Encourages open communication and a blame-free dialogue about client safety issues, incidents, and potential problems.
 - 1.1.5. Monitors system-level measures of client safety.
 - 1.1.6. Supports organization-wide client safety initiatives.

- 1.2.** Works with Senior Management to identify risks¹ to the organization and promote ongoing quality improvement:
 - 1.2.1. Reviews reports of incidents and new or increased risks to identify trends and opportunities for improvement.
 - 1.2.2. Identifies and implements leading practices and benchmarking opportunities.
 - 1.2.3. Ensures leadership for quality improvement and fosters a quality improvement culture throughout the organization.
 - 1.2.4. Reviews reports of accreditation status to identify risks, trends and opportunities for improvement.

2. Authority

The Committee reports to the Board of Directors

3. Composition

- 3.1 The Committee shall be composed of 6 members appointed by the Board as follows: 5 Board members, 1 non-voting individual with specific laboratory and/or diagnostic imaging expertise and DSM Quality and Safety staff acting in a support role as non-voting members.
- 3.2 The Chair of the Committee will be chosen by the members of the Committee.

4. Term of Office

The term of office of a Director shall be no more than three (3) years and shall be determined by the Minister.

5. Quorum

A quorum shall consist of a simple majority of the Committee. No meeting of the Committee shall be held without a quorum in attendance.

6. Frequency of Meetings

Meetings shall be at least quarterly.

7. Distribution of the Minutes

Minutes will be distributed to the Committee by email for corrections as soon as possible after a meeting, then distributed to the full Board with the agenda material for the next Board meeting.

Risks are defined as:

- Clinical risks – diagnostic practices
- Safety risks to patients, visitors and staff

FINANCE AND AUDIT COMMITTEE OF THE BOARD

TERMS OF REFERENCE

A. PURPOSE

1. The primary responsibility for financial reporting, accounting systems and internal controls at the Diagnostic Services of Manitoba (DSM) is vested in senior management and is overseen by the Board. The Finance and Audit Committee has been established to assist the Board in fulfilling its oversight responsibilities by gaining reasonable assurance of the following:
 - a) That DSM complies with the applicable laws, regulations, rules, policies and other requirements of governments and regulatory agencies related to financial reporting and disclosure;
 - b) That management of DSM has assessed areas of potential significant financial risk to the organization and has taken appropriate measures;
 - c) That DSM auditors have performed their duties satisfactorily and with sufficient independence from management;
 - d) That the accounting principles, significant judgments and disclosures that underlie or are incorporated in DSM financial statements are the most appropriate in the prevailing circumstances;
 - e) That the DSM annual financial statements present fairly the financial position and performance in accordance with generally accepted accounting principles;
 - f) That management has provided timely quarterly and annual financial reports that fairly present the financial position and performance of the organization;
 - g) That management has provided appropriate disclosure to the Board with respect to any event or issue that could materially impact the performance of the organization and/or impair its ability to continue to operate;
2. The Finance and Audit Committee have no authority to spend or commit funds of DSM.

B. MEMBERSHIP, MEETINGS AND OPERATING PROCEDURES:

1. Members of the Finance and Audit Committee shall be appointed by the Board from time to time, in accordance with the following:
 - a) The Audit Committee shall consist of at least four (4) members;
 - b) At least two (2) members shall be members of the Board of Directors;
 - c) When appointing members to the Committee, the Board shall give preference to individuals with relevant experience;
 - e) All members of the Audit Committee should be sufficiently familiar with financial matters to understand DSM's accounting practices and the major judgments involved in preparing the financial statements;
 - f) The CEO shall be invited to attend all meetings as an ex-officio and non-voting member;
 - g) The external auditor and the OAG may attend any meeting at the invitation of the Committee or of one of the parties themselves.
2. The Board shall appoint a Chair of the Audit Committee, who shall also be a member of the Board. The committee shall elect a Vice-Chair from among its members. In the absence of the Chair and Vice-Chair, the members shall appoint an acting Chairperson.
3. Meetings shall be held at least three (4) times per year or more frequently as circumstances require. Meetings shall be held at the call of the Chair, upon the request of a member of the Committee or at the request of the external auditors.

4. Committee meeting agendas shall be the responsibility of the Chair of the Committee in consultation with Committee members and DSM senior management.
5. The Committee may ask members of management or others to attend the meetings and provide information as necessary.
6. A quorum shall be 50% of committee members.
7. The Committee may conduct private meetings with the internal and external auditors as the Committee deems appropriate.
8. A copy of the minutes of each meeting of the Committee shall be provided to each member of the Committee in a timely fashion for approval. Copies of approved minutes shall be provided to the Board.

C. RESPONSIBILITIES:

Subject to the powers and duties of the Board, the Committee will perform the following duties:

Financial Planning & Budgets

1. Monitor and/or recommend to the Board, as appropriate, all matters relating to long range financial planning, including operating and capital plans and projections;
2. Review and recommend actions to the Board, as appropriate, all matters pertaining to the preparation of the annual operating and capital budgets;

Financial Reporting

1. Review internal periodic financial statements (quarterly reports) and other internal financial information provided to the Board;
2. Ensure that the Board receives timely, meaningful reports that keep it properly informed of DSM's financial situation and that provide the information needed for decision making;
3. Ensure that the Board receives periodic up-to-date forecasts of year end financial results that reflect events to date and known factors that may influence either revenue or expense components;
4. Review and advise the Board on financial information forwarded to the Government or made publicly available that requires Board approval;

Audit

1. Review DSM's annual audited financial statements with management and the external auditors and submit them, with recommendation, to the Board;
2. Review the appropriateness of accounting policies, significant estimates and judgments and financial reporting practices used by DSM;
3. Review and discuss with management significant changes in accounting policies and/or pending relevant developments in accounting and reporting standards including the quality as well as the acceptability of GAAP;
4. Review the narrative sections of DSM's Annual Report to ensure they are consistent with the financial statements and review other financial information included in the Annual Report;

Relationship with the External Auditor

The Committee will review the planning and results of external audit activities and the ongoing relationship with the external auditor. This includes:

1. Review and recommend to the Board for approval the engagement of the external auditor;

2. Review the annual external audit plan, including but not limited to the engagement letter, objectives and scope of the external audit work, materiality limits, areas of audit risk and focus, staffing, timeframes and coordination with internal audit and the OAG;
3. Review and approve the appropriateness of proposed audit fees;
4. Meet with the external auditor to discuss DSM's annual financial statements and the auditor's report including the appropriateness of accounting policies and estimates;
5. Review and advise the Board with respect to the planning, conduct and reporting of the annual audit;
6. Review and consider the impact on the independence of the external auditor with respect to all relationships and non-audit services during the year;
7. Meet periodically, and at least annually, with the external auditor without management present.

Internal Control & Information Systems

1. The Committee sets a clear expectation for a "tone at the top" that conveys basic values of ethical integrity, legal compliance and strong financial reporting and control;
2. That internal and external auditors keep the Committee informed about fraud, illegal acts and significant deficiencies in internal control;
3. Monitor compliance with statutory and regulatory obligations relating to financial reporting and disclosure;
4. Receive reports from management when significant control deviations occur;
5. Review major items contained in the external auditor's management letter resulting from control evaluation and testing;
6. The Committee will review and seek reasonable assurance that the information systems are reliable and the systems of internal controls are properly designed and effectively implemented through discussions with and reports from management and the auditors;
7. Review financial policies, in particular the policies for signing authority, conflict of interest, code of conduct and business expenses;
8. The Committee will review and seek reasonable assurance that the principal financial risks are being effectively managed and controlled.

ACCOUNTABILITY

1. The Audit Committee Chair has the responsibility to make periodic reports to the Board, as requested, on all audit matters relative to DSM.
2. The Audit Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

OTHER MATTERS

In fully discharging its responsibilities, the Committee shall:

1. Review, discuss and assess its own performance and effectiveness annually;
2. Review periodically its Terms of Reference and recommend any changes considered necessary for adoption by the Board;
3. Report any undisclosed conflict of interest it encounters.

Terms of Reference – Chief Executive Officer

Basic Function:

Reporting to the Board of Directors of Diagnostic Services of Manitoba, the Chief Executive Officer is responsible for directing the day-to day affairs of the Organization with the objective of developing, implementing, and successfully achieving the organization's Health Plan as approved by Board of Directors; developing, implementing and achieving annually short and long range goals and objectives; developing and implementing policies subject to the approval of the Board of Directors; and representing the Organization with various other health organizations, facilities, agencies, and such other organizations and governments directed by the Board of Directors, and generally providing leadership and management expertise and exercising his authority and carrying out duties in accordance with the Articles of Incorporation, the By-laws of the Organization and the policies established by the Board of Directors and any policies and directives established by Manitoba Health.

Duties and Responsibilities:

The Chief Executive Officer shall:

- With the input of other members of the management team, develop a Health Plan for the Organization for presentation to, and approved by, the Board of Directors by a date to be set by the Minister of Health.
- In collaboration with the members of the management team, and in the context of the Organization's Health Plan, develop annual goals and objectives for the Organization, establishing the appropriate and necessary policies and operating plans for the Organization, and submit these to the Board of Directors for their approval.
- Ensure that the Organization's policies and Health Plan are uniformly understood, and properly interpreted and administered by everyone in the Organization.
- Prepare and present reports, including monthly operational and financial reports to the Board each regular meeting of the Board and as required by the Board.
- Annually present proposed operating and capital expenditure budgets for review and approval by the Board of Directors, and quarterly review with the Board performance of the Organization against budget.
- With the prior knowledge and approval of the Board of Directors, plan, direct, and undertake negotiation with facilities, government, and such other organizations as directed by the Board.
- Regularly analyze performance and operating results of the Organization and its principle components relative to established and approved goals and objectives, and ensure that appropriate steps are taken to correct unsatisfactory conditions.
- Ensure the adequacy and soundness of the Organization's financial structure, review projects of the working capital requirements, and together with the facilities, establish similar sets of criteria, reviewing projections for operating and capital requirements, and with prior approval of the Board, negotiate necessary financing arrangements with the Province.
- Establish and maintain an effective system of communication throughout the Organization, between the facilities and the Organization, and with such other organizations and agencies doing business with Diagnostic Services of Manitoba.
- Prescribe the specific limitations of authority of subordinates regarding policies, contractual commitments, expenditures, etc., and review and approval the appointment, employment, transfer, and termination of all management employees, recognizing approval of the Board of Directors will be required for all positions reporting directly to the Chief Executive Officer.
- Ensure the adequacy and proper utilization of services provided by the Organization to the facilities, and resolve any conflicts arising between operating groups, staff units, and facilities as necessary.
- Plan for the development of human resources within the Organization and establish and maintain programs that will encourage successful future management of the organization.
- Serve as an ex-officio, non-voting member of committees of the Board of Directors as determined by the Board.
- Act as spokesperson for the Board of Directors as determined by the Board of Directors.

- Carry out such other duties and responsibilities as determined by the Board of Directors, and in accordance with the by-laws of the Organization as well as the Acts.

Reporting Responsibility:

Report to the Board of Directors of the Organization (through the Chairperson) to ensure the Board is informed in a timely manner of emergent/urgent issues, relevant trends, significant legal issues, adverse media coverage, and/or issues requiring municipal or provincial political action in addition to all requested monitoring information for evidence-based decision making.

Establish and maintain strong working relationships with other major stakeholders such as Regional Health Authorities/Associations, Manitoba Health and other organizations and agencies doing business with DSM.

Through consultative and collaborative relationships with advisory groups, Unions, Regional Health Authorities/Associations and Manitoba Health, develop plans and strategies to advance the provision of diagnostic services within Manitoba to the highest possible standard.