



Northern Ontario  
School of Medicine  
École de médecine  
du Nord de l'Ontario  
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## Roles and Responsibilities of the Board

**Approved By:** Board of Directors

**Responsible Office(s):** Board Office

**Responsible Officer(s):** Dean-CEO, Governance Committee

**Effective date:** September 17, 2008

**Supersedes:**

**Revised:** March 20, 2013

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Subject to Section 20.2 of the Administrative By-law, the Board shall fulfill the following roles and responsibilities.

### Roles of the Board

#### Policy Formulation

- Establish non-academic policies to provide expectations and limitations to the Dean/CEO in leading and managing NOSM operations.

#### Decision-Making

- On matters that specifically require Board approval, choose from alternatives that are consistent with Board policies and that advance the Corporation's goals.

#### Monitoring

- Monitor and assess organizational processes and outcomes.

### Responsibilities of the Board

- The Board fulfills the following responsibilities, either directly, or through delegation to its Standing Committees, which report to and are accountable to the Board.

#### *Strategic Direction*

- Establish and periodically review NOSM's mission, vision and core values

- Promote effective collaboration between the Board and the communities served in the achievement of the Corporation's vision, mission and core values and/or other policy and planning initiatives
- Monitor corporate performance regularly against the approved Strategic Plan and Board approved performance indicators

### ***Executive Management Performance***

- Delegate responsibility and authority to the Dean/CEO for the management and operation of NOSM and require accountability to the Board
- Hold the Dean/CEO accountable for the general administration, organization and management of the Corporation in accordance with policies established by the Board, and subject to direction of the Board, ensure compliance with the *Corporations Act* and the regulations thereunder and with the by-laws of the Corporation
- Establish measurable annual performance expectations for the Dean/CEO, in cooperation with the Universities and assess the Dean/CEO annually and determine compensation
- In cooperation with the Universities, provide for Dean/CEO succession
- Provide review and input to the Dean/CEO on his/her executive development plans for senior management
- Establish and monitor implementation of policies to provide the framework for the management and operation of NOSM, including a safe and healthy workplace for employees, in compliance with applicable laws and regulations

### ***Financial and Organizational Viability***

- Review and approve the capital and operating budget and monitor financial performance against the budget and performance indicators
- Hold the Dean/CEO accountable to develop multi-year financial plans, optimize the use of resources and operate within the financial plan
- Review financial and organizational risks and risk mitigation plans regularly
- Approve an investment policy and monitor compliance
- Review the financial reporting process, internal controls and business continuity plans annually
- Review quarterly financial reports and approve the annual audited financial statement

### ***Quality and Effectiveness***

- Protect academic freedom and integrity of research
- Ensure that policies are in place to provide a framework for addressing ethical issues arising from education and research at NOSM
- Receive timely reports from the Dean/CEO on plans to address variances from performance standards, and oversee implementation of the remediation plans

***Board Effectiveness***

- Recruit Directors and where appropriate, non-Director members of Board Committees who are skilled, experienced and committed to NOSM and plan for the succession of Directors and Officers
- Establish and commit to a comprehensive Board orientation program and ongoing Board education
- Establish Board goals and an annual work plan for the Board and its committees and ensure that the Board receives timely appropriate information to support informed policy formulation, decision-making and monitoring
- Establish and periodically review policies concerning governance structures and processes to maximize the effective functioning of the Board
- Examine its own performance as a whole in relation to its responsibilities as herein defined and periodically review and revise governance policies, processes and structures as appropriate to foster continuous improvement
- Encourage and facilitate Director self-evaluation providing an opportunity to reflect on individual performance
- Provide peer mentoring for Directors
- Ensure an ongoing orientation process for all Directors

***Build Relationships***

- Build and maintain good relationships with the MOHTLC, MTCU and other government Ministries in fulfilling its obligations under provincial policies
- Maintain open and transparent communication, cooperation and integration with the Universities
- Ensure that NOSM is fulfilling its social accountability mandate within Northern Ontario by fostering effective positive working relationships with municipalities, community health service organizations, Aboriginal, Francophone communities and community healthcare providers
- Ensure that mechanisms are in place for the effective communication within NOSM with professional staff, employees, and with its members, community stakeholders, including political leaders and donors, and the broader public