



Northern Ontario
School of Medicine
École de médecine
du Nord de l'Ontario
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Responsibilities and Expectations of Individual Directors

Approved By: Board of Directors

Responsible Office(s): Governance Office

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

Effective date: September 17, 2008

Supersedes: March 20, 2013

Revised: November 29, 2013

Fiduciary Duty and Duty of Care

- Every Director, in exercising his or her powers and discharging his or her duties to the Corporation shall 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.
- Every Director shall comply with the *Not-for-Profit Corporations Act* (Ontario) and regulations and the Corporation's Articles and By-laws.
- In instances where the interests of stakeholders conflict with each other or with those of NOSM, a Director must act in the best interests of NOSM, commensurate with its duties as a responsible Corporation.
- A Director may come from a constituency that has specific interests and while it is appropriate to present the perspectives of such a constituency, the Director does not represent the specific interests of any constituency or group and must make decisions as a Board member in the best interests of NOSM.

Exercise of Authority

- A Director carries out the powers of office only when acting as a voting member during a duly constituted meeting of the Board or one of its appointed bodies. A Director respects the responsibilities delegated by the Board to the Dean-CEO.

Confidentiality

- Every Director shall respect the confidentiality of matters brought before the Board and all committees, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.

Conflict of Interest

- A Director complies with the NOSM Board of Directors Conflict of Interest policy as prescribed in the Section 22 of the By-laws.
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Team Work

- A Director works positively, cooperatively and respectfully with all members of the Board of Directors and the management team in the performance of his/her duties.

Policy Solidarity

- The official spokesperson for the Board is the Chair or Dean-CEO. A Director supports the decisions and policies of the Board in discussions with outsiders, even if the Director holds another view or voiced another view during a Board discussion or was absent from the Board meeting. A Director refers requests for statements on behalf of the Board to the Board Chair or Dean-CEO.

Formal Dissent

- A Director is deemed to have supported the decisions and policies of the Board, whether he/she is present at or absent from a Board meeting, unless he/she formally records a dissenting view with the Board Secretary. While an absent Director may formally record a dissenting view prior to the approval of the minutes at the next meeting, this does not change the decision reached by the Board.

Representation

- A Director is expected to represent the Board, when requested, in activities within the Corporation and in external activities with other organizations.

Attendance

- A Director is generally expected to attend all Board meetings including Board retreats and assigned Standing or Ad Hoc Committee meetings in person or by electronic means. Unless otherwise decided by the Board, a Director is required to attend a minimum of 75% of Board and assigned Committee meetings on an annual basis.
- All Directors are expected to serve on at least one Board Standing Committee.

Time Commitment

- A Director is expected to commit sufficient time in preparation for and attendance at Board meetings, assigned Committee meetings and events. The estimated time commitment is :
 - Two face to face Board meetings per year (4 days)
 - Two teleconference Board meetings per year (4 hours)
 - 4 Board Standing Committee teleconference meetings per year (8 hours)
 - Background preparation associated with Board and Standing Committee meetings
 - Travel to attend face to face Board meeting
 - Other functions as requested from time to time

Participation

- A Director comes prepared to meetings (of both Board and its Committees) and events, asks informed questions, and makes a constructive contribution to discussions.

Competencies

- A Director actively contributes specific expertise and skills that will inform Board discussion and decisions. However, while the Directors do not provide professional advice to the Board, Board members with professional designations are expected to

utilize their professional skill to flag issues and matters that they believe are of material significance.

Education

- A Director takes advantage of opportunities to be educated and informed about the Board and the key issues related to NOSM, post-secondary education, and the broader health system through participation in initial orientation and ongoing Board education.

Evaluation

- A Director participates in the evaluation of the performance of the Board as a whole and of his/her performance as a Director.

Advancement

- An annual personal donation by each Director demonstrates the Boards' leadership in NOSM's advancement.