



Transition Board of Governors Meeting

Tuesday, April 5, 2022 (4:00 – 7:00 pm)

Meeting Connections

<https://nosm.webex.com/nosm/j.php?MTID=mfa1d7d26f5697093d4c78aae9af81b7c>

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Housekeeping:			Page	Decision	Discussion	Information
Time	#	ITEM	ACTION REQUIRED			
<ul style="list-style-type: none"> Please sign on a few minutes early to ensure connection in WebEx. Please keep your system on mute unless needing to speak. Use the Chat function to send a message to Gina Kennedy or the moderator – Alexandra Curry, please use the chat function for board business only. Guests and members are not required to keep the video on if not speaking. Attendance will be taken from the participants, if you are on the phone, please identify yourself and send an email to governance@nosm.ca <p><i>Items are linked from the agenda item to the documents</i></p>						
Open Meeting Agenda						
4:00 PM	1.0	Welcome - Dr. Sarita Verma, President and Vice Chancellor <ul style="list-style-type: none"> Land Acknowledgement and Reflection <i>Meeting Chair – Dr. Sarita Verma, President</i>				X
4:05 PM	2.0 2.1	Call to Order Agenda Review <ul style="list-style-type: none"> Additions or Edits, Declarations of Conflicts Members are reminded of their duty to declare a conflict of interest should awareness of conflict arise at any time during the meeting.		X		X
4:10 PM	3.0 3.1	Approval of the Previous Minutes <i>December 2, 2021</i> <i>The minutes are approved by consent unless edits are noted.</i>	1-6	X		X
4:13 PM	4.0	President’s Report (Dr. Sarita Verma)	verbal			X
	5.0	NOSM University – Transition				
4:30 PM	5.1	By-Law No. 1 – NOSM University Motion to approve By-Law No. 1 <i>Notice, review, and materials were circulated in advance and included in the meeting package.</i>	7-25	X		
4:50 PM	5.2	NOSM University Mission, Vision, and Values	26-27	X		
4:55 PM	5.3	NOSM University Policies and Procedures	28	X		
5:00 PM	5.4	Confirmation of the Transition Board of Governors and President and Vice Chancellor	28-29	X		
5:15 PM	5.5	Confirmation of the Transition Board of Governors Standing Committees and Appointment of Chair and Vice Chairs	30	X		

		Standing Committee Reports				
5:25 PM	6.0 6.1 6.2	Governance Committee (Nancy Jacko) Report of the Committee 2022-2023 Revised Meeting Schedule	31-32 33	X		X
	6.3	Recommendation: Selection and Recruitment/Chancellor Appointment Approval of NOSM University Appointment of the Chancellor Policy and Role and Attributes of the Chancellor	34-36 37-42 43-44	X		
	6.4	Approval of the Board of Governors Search Committee Terms of Reference	45-47	X		
	6.5	Approval of the Guidelines for the Recruitment and Selection	48-51	X		
5:40 PM	7.0 7.1 7.2 7.3 7.4 7.5	Finance, Audit and Risk Management Committee (John Stenger) Report of the Committee Financial Statements – ending September January 31, 2022 Financial Delegated Authorities Policy Signing Authorizations Policy Banking Resolution	52-54 55-61 62-78 79-101 102-104	X X X X		X
	8.0	Executive Committee <i>Pursuant to Board Motion on April 23, 2021, the Board Executive Committee is temporarily paused, and the work of the Executive Committee be reverted to the full Board. (Until completion of the CCAA or otherwise noted)</i>				X
5:50 PM	9.0	Other Business				X
6:00 PM	10.0	Closed Board Session <i>Motion to adjourn to a closed session to discuss items of personal, legal, or real estate nature, and other sensitive or confidential matters, and that only members of and other approved by the Board may be present.</i>		X		
6:50 PM	11.0	Informational Items <ul style="list-style-type: none"> • Northern Constellations Conference 2022 • Memo – By-Law 1 - Transition – Senate (formerly AC) 				X
7:00 PM	12.0	Adjournment Next Dates: <ul style="list-style-type: none"> • May 12, 2022 (full or partial day online) – (change from in person May 11 & 12) • June 22 & 23, 2022 (In person) – New proposal 				



Northern Ontario
School of Medicine
École de médecine
du Nord de l'Ontario
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BOARD OF DIRECTORS

Minutes of the Board Sessions and Open Meeting

Thursday December 2 2021 (8:30 am - 1:45pm ET)
WebEx/Phone Conference

Board Members in Attendance: Board Members in Observance: Dr. David Barnett (Chair), Dr. Marie Josée Berger (Vice Chair), Craig Abotossaway, Dr. Alexandre Anawati, Danielle Belanger-Corbin, Juliette Denis, Mark Hartman, Mark Hurst, Nancy Jacko, Mae Katt, Sue Lebeau, Dr. Shemer Ratner, John Stenger, Bruce Sutton, Dr. Sarita Verma (Dean, President, & CEO) and Joy Warkentin

Regrets: Donna Dorrington and Lucy Bonanno

Administrative Resources in Attendance:

Gina Kennedy, Corporate Secretary, and Alexandra Curry, Assistant University Secretary - Recorder

Guests and Observers in Attendance:

Danielle Barbeau-Rodrigue, Director, Francophone Affairs, Dr. Catherine Cervin, Vice Dean Academic, John Friesen, Senior Director, UME Administration, Dr. James Goertzen, Associate Dean Continuing Education and Professional Development (CEPD), Ray Hunt, Chief Operating Officer, Dr. Joseph LeBlanc, AD - Equity and Inclusion, Simon Lees, OPSEU 1 Representative, Dr. William McCready, Special Advisor and Senior Associate Dean, Joanne Musico, Director Communications and External Relations, Sylvie Renault, Director, Office of the Dean and Grace Vita, Director Planning and Risk

#	Board of Directors Open Meeting Sessions
1.0	<p>Morning Sessions Welcome</p>
1.1	<p>Dr. Sarita Verma welcomed everyone to the open meeting of the Board, including guest speakers Dr. Joseph LeBlanc, Director of Equity and Inclusion and Dr. Catherin Cervin, Vice Dean Academic.</p> <p>Traditional Lands Acknowledgement and Reflection: Dr. Sarita Verma indicated that the Northern Ontario School of Medicine respectfully acknowledges that the entirety of the School's wider campus of Northern Ontario is on the homelands of First Nations and Métis Peoples. The medical school buildings at Laurentian University and Lakehead University are located on the territory of the Anishinabek Nation, specifically Atikameksheng and Wahnapiitae First Nations and Fort William First Nation</p> <p>Call to Order The meeting was called to order at 11:01 am</p> <p>Agenda Review The agenda and materials were circulated and included in the meeting package. No conflicts of interest declared.</p> <p>Moved: (Nancy Jacko/Bruce Sutton) Approve the agenda as presented. CARRIED</p>

2.0	<p>Session: NOSM Equity Strategy by Dr. Joseph LeBlanc, Associate Dean Equity, Diversity, and Inclusion</p> <p>Moved: (Alexandre Anawati/Sue LeBeau) Moved that the NOSM Board of Directors accept the recommendations in the report for NOSM to move forward with the NOSM Equity Strategy as presented on December 2, 2021. CARRIED</p>
3.0	<p>Session: Update on PGME Accreditation – Dr. Catherine Cervin, Vice Dean Academic presented on behalf of Dr. Rob Anderson, Associate Dean PGME. Updates included</p> <ul style="list-style-type: none"> • Preliminary recommended accreditation results (November 21-27, 2022) • Excellence beyond standard update • Next Steps
4.0	<p>Session: Update on UME Accreditation and Action Plan – Dr. Catherine Cervin presented on behalf of Dr. Lee Toner, Associate Dean UME. Highlights included:</p> <ul style="list-style-type: none"> • Full Accreditation status from the Committee on Accreditation of Canadian Medical Schools (CACMS) from October 2020 Full Site Visit • The NOSM Action Plan submitted to CACMS on December 1, 2021 addressing the 23 Elements (10 U and 13 SM) under review • The NOSM Action Plan outlines that tasks and steps to be completed by June 2022 to meet the requirements for continued full accreditation <p>Dr. Cervin was thanked for this report.</p> <p>The Chair concluded the morning sessions with a lunch break. Since, the meeting is running early, the time was shifted, the afternoon session will begin promptly at 12:30 pm with the official Board of Directors meeting.</p>
Afternoon Session – Board of Directors Meeting at 1:15 pm.	
1.0	<p>Welcome - Open Board of Directors Meeting Meeting Chair - Dr. Sarita Verma, Dean, President, and CEO</p>
2.0 2.1	<p>Call to Order (12:30) Agenda Review</p> <ul style="list-style-type: none"> • No Additions, edits or declarations of conflict were brought forth
3.0	<p>Approval of the Previous Minutes September 22,2021 Board of Directors Meeting (open) #1 & #3 September 22, 2021 Members Meeting Minutes were included in the package as information.</p> <p>The minutes of September 22, 2021 were approved by consensus (noted spelling error in Dr. Shemer Ratner’s name)</p>
Committee and Other Reports	
4.0	<p>Executive Committee <i>Pursuant to the motion on April 23, 2021 the Executive Committee is temporarily paused.</i></p>

<p>5.0 5.1 5.2</p>	<p>Finance, Audit and Risk Management Committee Report of the Committee Audited Financial Statements – ending September 30, 2021 John Stenger referred members to the report and documents in the meeting package.</p> <p>Moved: (John Stenger/Juliette Denis) Resolved that: the Audited Financial Statements- ending September 30, 2021 be approved as presented. CARRIED</p>
<p>5.3</p>	<p>Audited Financial Statements – Pension Plan John Stenger referred members to the documents circulated in the meeting package. He noted that in order to allow NOSM employees with funds in the Manulife Pension to transfer both their balances and years of service to HOOPP, the Manulife Pension Plan has to be wound up as of September 30, 2021. The pension regulations state the audit for the windup period must be submitted to the regulators within 90 days of the wind update.</p> <p>Moved: (John Stenger/Joy Warkentin) Resolved that: The audited Financial Statements for the final period ending September 30, 2021 for the Wind Up of the Manulife Pension Plan for Employees of NOSM be approved as presented CARRIED</p>
<p>5.4</p>	<p>Group Benefits Insurer Marketing Proposed Timeline John Stenger referred members to the timeline and proposal in the meeting package noting that as NOSM’s current contract with Canada Life expires on April 30, 2022 but our current rates are guaranteed by Canada Life until September 30, 2022, to avoid mid-year rate adjustments and to minimize disruption with the Unions and with payroll processing, Administration proposed extending the current contract with Canada Life until October 1, 2022 and have the marketing implementations align with that date.</p> <p>The Committee members further discussed the possibility of aligning the benefits agreement with NOSM’s fiscal year and the possibility of negotiating annual benefit rates with the benefits carrier in house. It was highlighted that the October 1st renewal timeline is the norm for benefits carriers and that NOSM benefits by utilizing Mercer for negotiating benefit rates on behalf of NOSM (including detailed reports and their expertise).</p> <p>Moved: (John Stenger/Bruce Sutton) Resolved that: The Board of Directors approves that NOSM undertake a Request for Proposals for a new Benefits carrier of NOSM’s group health insurance plan with the implementation of a new plan by October 1, 2022 and that furthermore; NOSM Administration be authorized to extend its current contract with Canada Life to September 30, 2022. CARRIED</p> <p><i>At 1:15 pm Dr. Barnett left the meeting.</i></p>
<p>6.0 6.1 6.2</p>	<p>Governance Committee Report of the Committee Dean, President and CEO Performance Goals 2021-2022 Joy Warkentin reminded members that at the September Board meeting, the Governance Committee was tasked with the process for review and updating the policies relating to the Search, Annual Review and Appointment of the Dean, President and CEO. This process has begun with a</p>

	<p>review of recommended changes at the November 5th meeting, the Committee plans to present the findings at a future meeting of the Board.</p> <p>In the interim, it is the recommendation of the Committee that the 2021-2022 Dean, President and CEO's performance goals presented and approved in a closed session today will be presented in this open session under the Report of the Dean, President and CEO. At the recommendation of the Governance Committee the review will be done by the transition board in the spring.</p>
6.3	<p>Occupational Health and Safety Policy Joy Warkentin referred to the policy that has been updated by Administration for approval and subsequent signature.</p> <p>Moved: (Joy Warkentin/ Nancy Jacko) MOVED THAT the Governance Committee recommends the Occupational Health and Safety Policy be presented to the Board of Directors for its annual review and approval. CARRIED</p>
7.0 7.1	<p>Dean, President and CEO Report (Dr. Sarita Verma) Dr. Verma presented the "Engagement Report and A Year in Review" available in both English & French</p>
8.0 8.1	<p>Other Reports for Information Report - Academic Council (for information)</p>
	<p>Moved: (Danielle Belanger-Corbin / Mark Hurst) Motion to move <i>In Camera</i> at 1:39 pm <i>Nonmembers in attendance were Ray Hunt, Chief Operating Officer and Gina Kennedy, Corporate Secretary</i></p> <p>Moved: (Danielle Belanger-Corbin / Mark Hurst) Motion to move out of <i>In Camera</i> at 2:10 pm</p>
9.0	<p>Other Business No other business was noted.</p>
11.0	<p>Informational Items</p> <ul style="list-style-type: none"> • Board Meeting Schedule – updates and changes to schedule • Article - Commentary: Moral and Ethical Leadership in the Age of Diversity, Equity, Inclusiveness and Social Accountability by Alex Anawati and Sarita Verma (uploaded to Board site) • NOSM Whole School Update – December 17, 2021 9:30 am – 9:00 am. Click To Add to Calendar • Save the Date: NOSM Interview Weekend – March 5-6, 2022 • Northern Lights 2022: Pan Northern Leadership Forum (February 24 & 25th Virtual)
12.0	<p>Adjournment With no further business the meeting adjourned at 2:20 pm. Dr. Verma informed the board that a survey will be going out and wished everyone a safe and happy holiday.</p>

Memorandum

Date: April 5, 2022

Subj: Resolution: NOSM University By-law No 1 - Motion to approve

Moved by Nancy Jacko / Seconded by Mark Hurst

Moved that in accordance with the power vested in Board by the NOSM University Act, 2021 (the Act), the attached By-law 1 of the Northern Ontario School of Medicine University (“NOSM university”) are enacted relating generally to the affairs of NOSM University and of its Board of Governors, which has been approved and confirmed.

Further that all previous by-laws in effect prior to its continuance under the Act are repealed as of the effective date of this By-law.

Context and Background:

In accordance with the power vested in the Board by the [NOSM University Act, 2021](#) (the Act), to be proclaimed in full force on April 1, 2022 ([Regulations](#)) the general bylaws are to be enacted relating generally to the affairs of the Northern Ontario School of Medicine University and of its Senate and to transact any such further and other business as may properly come before the meeting.

Attachments: Draft By-Law No 1 – NOSM University

BY-LAW NO. 1
OF
THE BOARD OF GOVERNORS
OF
NORTHERN ONTARIO SCHOOL OF MEDICINE UNIVERSITY /
UNIVERSITÉ DE L'ÉCOLE DE MÉDECINE DU NORD DE L'ONTARIO

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**NORTHERN ONTARIO SCHOOL OF MEDICINE UNIVERSITY /
UNIVERSITÉ DE L'ÉCOLE DE MÉDECINE DU NORD DE L'ONTARIO**

BY-LAW NO. 1

being a by-law relating generally to the conduct of the affairs of the Board

BE IT ENACTED as a by-law of the Board as follows:

ARTICLE 1 – INTERPRETATION

1.1 In this By-law and in all other by-laws and resolutions of the Board, unless the context otherwise requires:

- (a) “**Act**” means the *Northern Ontario School of Medicine University Act, 2021* (Ontario).
- (b) “**Board**” means the board of governors of the University.
- (c) “**Board Committees**” means the standing committees and ad hoc committees established by the Board.
- (d) “**By-law**” means this Board by-law.
- (e) “**Chair**” means the chair of the Board.
- (f) “**Chancellor**” means the chancellor of the University, if one is appointed.
- (g) “**day**” means a clear calendar day.
- (h) “*ex-officio*” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote, unless otherwise provided.
- (i) “**Family Member**” means a spouse (including common law spouse or life partner), parent, grandparent, sibling, child, grandchild, child in-law, sibling in-law, and the parent, grandparent, sibling, child, grandchild, child-in law, or sibling in-law of the Governor’s spouse.
- (j) “**Governor**” means a member of the Board.
- (k) “*Not-for-profit Corporations Act*” means the *Not-for-profit Corporations Act, 2010* (Ontario).
- (l) “**President**” means the president of the University.
- (m) “**Secretary**” means the Secretary of the Board and of the University.
- (n) “**Senate**” means the senate of the University.

- (o) “**Students**” means all learners registered at the University.
- (p) “**Teaching Staff**” means professors, associate professors, assistant professors, lecturers, instructors, and all others employed or contracted to do the work of teaching or giving instruction at the University.
- (q) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer, or computer networks.
- (r) “**University**” means the Northern Ontario School of Medicine, which, under section 2 of the Act, is continued as a corporation without share capital under the Act, is renamed the Northern Ontario School of Medicine University in English and Université de l’École de médecine du Nord de l’Ontario in French, and which consists of the members of its Board.
- (s) “**Vice-Chair**” means the vice-chair of the Board.
- (t) “**Vice-President**” means the vice-president of the University, if one is appointed.

1.2 In this By-law and in all other by-laws and resolutions of the Board hereafter passed, unless the context otherwise requires, all terms contained in this By-law that are defined in the Act or in the *Not-for-profit Corporations Act* shall have the meanings given to the terms in such acts; words importing the singular shall include the plural and vice versa; and headings are used for convenience of reference and do not affect the interpretation of the by-law or resolution. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

ARTICLE 2 – BOARD OF GOVERNORS

2.1 The Board shall govern and oversee the management of the activities and affairs of the University and may exercise all other powers and do all other acts and things as the University is, by the *Act*, the *Not-for-profit Corporations Act*, this By-law, or otherwise, authorized to exercise and do.

2.2 The Board shall be composed of not fewer than 15 and not more than 30 Governors, as follows:

- (a) the President, who shall be a Governor *ex-officio*;
- (b) the Chancellor, who shall be a Governor *ex-officio*, if one is appointed;
- (c) five individuals appointed by the Lieutenant Governor in Council, who shall not be a Student, a Teaching Staff member, nor a non-teaching employee of the University;
- (d) one individual elected by the Teaching Staff members from among themselves;

- (e) one individual elected by the Students from among themselves;
- (f) one individual elected by the non-teaching employees of the University from among themselves; and
- (g) such other individuals, not to be fewer than six, whose number the Board shall fix, who satisfy the criteria set out in Sections 2.4 and 2.5, and who are appointed by the Board in accordance with Section 2.6.

2.3 No decrease in the number of Governors shall shorten the term of an incumbent Governor.

2.4 The Governors described in Section 2.2(g) shall not be a Teaching Staff member, non-teaching employee, or Student ~~of the University~~, and no Family Member of any such individual, shall be eligible for appointment to the Board.

2.5 Each Governor shall:

- (a) be at least 18 years of age;
- (b) not have been found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property;
- (c) not have been found to be incapable by any court in Canada or elsewhere;
- (d) not have the status of a bankrupt; or
- (e) not be an “ineligible individual” as defined in the *Income Tax Act* (Canada).

2.6 Nominations and appointments of the Governors described in Sections 2.2(d), 2.2(e), 2.2(f), and 2.2(g) shall be made in accordance with this By-law and any nominating and election procedure(s) adopted by the Board from time to time.

2.7 An individual who is elected or appointed to hold office as a Governor shall consent to the election or appointment before or within 10 days after the election or appointment, unless the Governor has been elected or appointed where there is no break in the Governor's terms of office. If an elected or appointed Governor consents in writing after the 10-day period, the election or appointment is valid.

ARTICLE 3 – TERM

3.1 The term of office for a Governor who is a Student shall be one year. Each such Student Governor shall be eligible for re-election for one further term of one year. If a Student Governor graduates during their term of office, they may continue to sit as a Governor for the remainder of their one-year term.

3.2 The term of office for a Governor who is appointed by the Lieutenant Governor in Council shall be as specified in the appointment, which shall not be for a term of more than three years.

3.3 The term of office for a Governor described in Sections 2.2(d), 2.2(f) or 2.2(g) shall be for a term of up to three years. The Board shall fix the term of office for these Governors.

3.4 Each Governor shall be eligible for re-election or re-appointment, provided that the Governor shall not be elected or appointed for a term that will result in the Governor serving more than six consecutive years. Despite the foregoing:

- (a) a Governor may, by Board resolution, have their maximum term as a Governor extended for the sole purpose of that Governor succeeding to the office of Chair or serving as Chair;
- (b) where a Governor is appointed or elected to fill a vacancy on the Board, the partial unexpired term of the vacancy shall be included in the calculation of the maximum years of service;
- (c) in determining a Governor's length of service as a Governor, service before the coming into effect of this By-law shall be excluded; and
- (d) a Governor who has served their maximum term of office is eligible for re-election or re-appointment after one year's absence from the Board.

3.5 Each elected Governor shall hold office until the earlier of the date on which the office is vacated under Section 4.1 or until the end of the meeting at which their successor is elected or appointed.

ARTICLE 4 – VACANCY

4.1 A vacancy on the Board occurs if:

- (a) a Governor resigns or ceases to be eligible for appointment or election to the Board before the end of the Governor's term;
- (b) the appointment of a Governor, who was appointed by the Lieutenant Governor in Council has been revoked by the Lieutenant Governor in Council;
- (c) a Governor is incapable of continuing to act as a Governor and the Board by resolution declares their membership on the Board to be vacated; or
- (d) a Governor fails to attend three regular meetings in any academic year and the Board by resolution declares the membership of the Governor on the Board to have been vacated.

4.2 The Board may by simple majority vote remove any elected Governor before the expiry of the Governor's term of office.

4.3 Where there is a vacancy in the Board, so long as there is a quorum of Governors in office:

- (a) the remaining Governors may exercise all the powers of the Board;

- (b) the Board may determine whether or not to fill the vacancy of an elected Governor;
- (c) the vacancy may be filled by a qualified person in accordance with this By-law for the remainder of the vacated term; and
- (d) a Governor appointed or elected to fill a vacancy holds office for the unexpired term of the Governor's predecessor term, and that period of time shall be included in calculating the Governor's maximum term of office.

ARTICLE 5 – REMUNERATION OF GOVERNORS

5.1 The Governors shall serve as such without remuneration and shall not, directly or indirectly, receive any profit from their position as such, provided that they may be paid or reimbursed reasonable expenses incurred by them in the performance of their duties.

ARTICLE 6 – CONFIDENTIALITY AND COMMUNICATIONS

6.1 Every Governor, officer, Board Committee member, and employee of the University shall respect the confidentiality of matters brought before the Board or before any Board Committee or dealt with in the course of the employee's employment, keeping in mind that unauthorized statements could adversely affect the interests of the University.

6.2 Unless otherwise determined by the Board, the Chair, the Vice-Chair in the absence of the Chair, and the President shall each have authority to make statements to the news media or public about matters brought before the Board. The Chair (or the Vice-Chair in the absence of the Chair), in consultation with the President, shall determine the items that the spokesperson shall release publicly on behalf of the Board. The President shall be the spokesperson for the University. No other persons shall have the authority to comment to the news media or public on any matters concerning the Board or the University, unless authorized by the Chair or by the President.

ARTICLE 7 – CONFLICT OF INTEREST

7.1 Disclosure of Conflict

- (a) For the purposes of this Article 7, "officer" means an officer of the corporation appointed under the *Not-for-profit Corporations Act*, including the Chair, the Vice-Chair, the President, a vice-president (if any), the Secretary, and any other individual who performs functions for the University similar to those normally performed by an individual listed in this definition.
- (b) A Governor or officer who:
 - (i) is a party to a material contract or transaction or proposed material contract or transaction with the University; or
 - (ii) is a Governor or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the University,

shall disclose to the University or request to have entered in the minutes of Board meetings the nature and extent of their interest.

- (c) The disclosure required by Section 7.1(b) must be made, in the case of a Governor:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Governor was not then interested in a proposed contract or transaction, at the first meeting after the Governor becomes so interested;
 - (iii) if the Governor becomes interested after a contract is made or transaction is entered into, at the first meeting after the Governor becomes so interested; or
 - (iv) if an individual who is interested in a contract or transaction later becomes a Governor, at the first meeting after the individual becomes a Governor.
- (d) The disclosure required by Section 7.1(b) must be made, in the case of an officer who is not a Governor:
 - (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
 - (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or
 - (iii) if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.
- (e) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of Section 7.1(b) is one that, in the ordinary course of the University's business, would not require approval of the Board, then the Governor or officer shall disclose to the University, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Governor or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (f) Except as permitted by the Act, a Governor referred to in Section 7.1(b) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- (g) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Governor(s) are not permitted to be present at the meeting by virtue of Section 7.1(f), the remaining Governors are deemed to constitute a quorum for the purpose of voting on the resolution.

- (h) For the purposes of Section 7.1, a general notice to the Board by a Governor or officer disclosing that the individual is a Governor or officer of, or has a material interest in, a person, or that there has been a material change in the Governor's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- (i) A contract or transaction for which disclosure is required under Section 7.1(b) is not void or voidable, and the Governor or officer is not accountable to the University for any profit or gain realized from the contract or transaction, because of the Governor's or officer's interest in the contract or transaction or because the Governor was present or was counted to determine whether a quorum existed at the Board or Board Committee meeting that considered the contract or transaction, if:
 - (i) disclosure of the interest was made in accordance with this Section;
 - (ii) the Board approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the University when it was approved.
- (j) The provisions of this Article are in addition to the conflict of interest provisions found in the Act and in any Board-approved conflict of interest policy.

ARTICLE 8 – INDEMNITIES TO GOVERNORS AND OTHERS

8.1 The University shall indemnify a Governor or officer of the University, a former Governor or officer of the University, or an individual who acts or acted at the University's request as a Governor or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the University or other entity.

8.2 The University may advance money to an individual referred to in Section 8.1 for the costs, charges, and expenses of an action or proceeding referred to in that Section, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 8.3.

8.3 The University shall not indemnify an individual under Section 8.1, unless:

- (1) the individual acted honestly and in good faith with a view to the best interests of the University or other entity, as the case may be; and
- (2) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

ARTICLE 9 – PROCEDURES FOR BOARD AND BOARD COMMITTEE MEETINGS

9.1 The Board shall hold regular meetings at least once every quarter, and may appoint one or more days for regular meetings, at a date, time, and place named. Subject to the *Not-for-profit Corporations Act*, no other notice shall be required for any regular meeting.

9.2 In addition to Section 9.1:

- (1) The Chair or President may call special Board meetings; and
- (2) if a majority of the Governors so request in writing, the Secretary shall call a special Board meeting,

and such meeting shall be held at the time and place determined in the notice of meeting.

9.3 All Board meetings shall be open to the public, subject to Section 9.4.

9.4 Where deemed appropriate by the Chair or a majority of the Governors, the Board may consider any matter by way of a meeting, or part of a meeting, held in a closed session. Individuals present at a Board meeting other than Governors shall not be permitted to participate in a closed session, unless otherwise permitted by the Chair or a majority of the Governors. The Chair may at any time during a Board meeting, declare the meeting, or any part of it, a closed session. For greater certainty, but without limiting the foregoing, it generally will be appropriate for the Board to meet in a closed session to discuss matters of a personal nature concerning an individual, including matters concerning individual Students, Teaching Staff, or non-teaching employees, or to discuss a confidential matter, including budget, finance, collective bargaining, legal advice and litigation, the acquisition or disposal of property, and any other matters the disclosure of which might be prejudicial to the University or an individual (unless the consent of that individual to the discussion of such matters in an open forum is first obtained).

9.5 Board Committee meetings may be called as provided in this By-law, in the terms of reference for the Board Committee, or in a Board-approved general committee policy.

9.6 Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:

- (1) to fill a vacancy among the Governors or in the position of auditor;
- (2) to appoint additional Governors;
- (3) to issue debt obligations, except as authorized by the Governors;
- (4) to approve any annual financial statements; or
- (5) to adopt, amend, or repeal by-laws.

9.7 The Secretary shall give notice of Board meetings and Board Committee meetings. A notice shall be delivered or sent by telephonic or electronic means, to each Governor or Board Committee member, as applicable, at least 48 hours in advance of the meeting. A notice of a Board meeting shall also be posted on the University's website at least 48 hours in advance of the Board meeting.

9.8 The Chair shall, when present, preside at all Board meetings. If the Chair is absent or otherwise unavailable, the Vice-Chair shall act temporarily in the Chair's place. If the Chair and the Vice-Chair are both absent or otherwise unavailable, the Board shall appoint the President or any Governor, who is not a Student, Teaching Staff member, or non-academic employee of the University, to act temporarily in the Chair's place.

9.9 A quorum of the Board is constituted if a majority of the current Governors are present at the meeting.

9.10 If all the Governors consent, a Governor may participate in a Board meeting and a Board Committee member may participate in a Board Committee meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Governor or Board Committee member so participating in a meeting is deemed for to be present at the meeting.

9.11 Any questions of procedure at or for any Board or Board Committee meetings that have not been provided for in this By-law or any Board-approved policies, or by the Act or the *Not-for-profit Corporations Act*, shall be determined by the chair of the meeting in accordance with the rules of order adopted by the Board, or failing such adoption, adopted by the chair of the meeting following an acceptable procedural text.

9.12 The Board may, from time to time, adopt, amend, or repeal such policies and procedures as it may deem necessary or desirable in connection with the management of the activities of the Corporation, the affairs of the Board, and the conduct of the Governors and officers; provided, however, that any policy shall be consistent with the provisions of the Act, the *Not-for-profit Corporations Act*, and this By-law.

9.13 If within one-half hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Chair. At least 24 hours' notice of a rescheduled meeting following an adjournment by an appropriate means shall be given to each Governor; provided that in calculating the 24-hour notice period Saturday, Sundays, and statutory holidays shall be excluded.

ARTICLE 10 – VOTING AT BOARD AND BOARD COMMITTEE MEETINGS

10.1 Each Governor in attendance at a Board meeting shall be entitled to one vote on each matter.

10.2 Unless otherwise specified in the Act or the *Not-for-profit Corporations Act*, business arising at any Board or Board Committee meeting shall be decided by a majority of votes, provided that:

- (a) the chair of the meeting shall have one original vote but shall not have a second vote;
- (b) in the event of a tie, the motion is lost;
- (c) the vote on any question shall be taken by secret ballot if so demanded by any Governor in attendance and entitled to vote, and the chair of the meeting shall count the ballots; otherwise, a vote shall be by a show of hands; and
- (d) unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

10.3 A resolution signed by all of the Governors or Board Committee members entitled to vote on that resolution at a meeting of the Board or a Board Committee (as applicable) is as valid as if it had been passed at a meeting.

10.4 Dissents shall be addressed in the following manner:

- (1) A Governor who is present at a Board or Board Committee meeting is deemed to have consented to any resolution passed or action taken at the meeting, unless:
 - (a) the Governor requests that their dissent be entered in the meeting minutes;
 - (b) the Governor gives their dissent to the secretary of the meeting before the meeting is terminated; or
 - (c) the Governor submits their dissent to the University immediately after the meeting is terminated.
- (2) A Governor who votes for or consents to a resolution is not entitled to dissent under this Section 10.4.
- (3) A Governor who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action, unless within seven days after becoming aware of the resolution, the Governor:
 - (a) causes their dissent to be placed with the meeting minutes; or
 - (b) submits their dissent to the Board Chair.

ARTICLE 11 – OFFICERS

11.1 The Board shall appoint the following officers:

- (a) Chair;
- (b) Vice-Chair;
- (c) President;
- (d) Secretary; and
- (e) such other officers as the Board may determine.

11.2 The Chair and Vice-Chair shall be appointed from among those Governors, who are not Students, Teaching Staff, or non-teaching employees of the University.

11.3 Unless otherwise provided in this By-law, and other than the President, the officers shall hold office for a one-year renewable term from the date of appointment or until their successors are appointed in their stead. The Board may remove any officer at any time. The Chair and Vice-Chair shall be eligible for re-appointment; provided that they shall each have a limit of two consecutive terms, and they may each be eligible for re-appointment for another term (to a maximum of three consecutive years) if the Board approves such extension by two-thirds of the votes cast at a Board meeting.

11.4 The Board may, in its discretion, decide to appoint a Chancellor. If the Board decides to appoint a Chancellor, it shall establish an appointment committee, composed of such members of the Board and Senate as may be determined by the Board. The appointment committee shall make recommendations to the Board as to the individual to be appointed Chancellor. The Board shall take into consideration the recommendations of the appointment committee when appointing a Chancellor. If appointed, the Chancellor shall hold office for a term of four years. The Chancellor may be reappointed for a further term but shall not be reappointed for more than two consecutive terms.

11.5 The Board may, in its discretion and on the recommendation of the President, decide to appoint a Vice-President.

ARTICLE 12 – DUTIES OF OFFICERS

12.1 The Chair shall, when present, preside at all Board meetings, act as a direct liaison between the Board and the President, be the spokesperson for the Board in accordance with Section 6.2, and represent the Board at University functions as may be required or appropriate.

12.2 The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair.

12.3 The President shall function primarily as the dean of medicine and the chief executive officer of the University. If a Chancellor is appointed, the President shall be the vice-chancellor of

the University. The President shall have supervision over and direction of the academic and general administration of the University, its Students, Teaching Staff, and non-teaching employees. The Board shall approve a position description for the President that describes their powers and duties. The Board shall ensure that the President approves a position description for those to whom the President delegates their powers and duties, including the Vice-President, vice-deans, associate and assistant deans, department heads, senior administrative staff, faculty, and operational committees.

12.4 The Secretary shall carry out the duties of the secretary of the University generally and shall attend or cause a recording secretary to attend all Board and Board Committee meetings to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all Board and Board Committee meetings.

12.5 If a Chancellor is appointed, the Chancellor shall be the titular head of the University and, when authorized by the Senate to do so, shall confer all degrees, honorary degrees, certificates, and diplomas on behalf of the University.

12.6 The officers shall also have the powers and duties described in any position description for the officer and such other duties as may be required by statute or as may be determined by the Board; provided that no officer shall have the power to do anything referred to in Section 14.2.

12.7 Any officer may delegate the exercise and performance of any of their powers and duties unless the Board otherwise directs.

12.8 The President may delegate their powers and duties, during the period of any temporary absence, to any other officer of the University.

12.9 The Board may, in the case of an extended absence of the President, and shall, in the event of a vacancy in the office of the President, appoint an acting President, upon such terms and conditions as the Board may prescribe.

ARTICLE 13 – BOARD COMMITTEES

13.1 The Board may, from time to time, establish:

- (a) standing committees, being those committees, whose duties are normally continuous; and
- (b) *ad hoc* committees, being those committees appointed for specific duties and whose mandate shall expire with the completion of the tasks assigned.

13.2 The Board shall provide for the functions, duties, responsibilities, and powers of the Board Committees in the Board resolution by which a Board Committee is established or in Board-approved terms of reference for the Board Committee, or any Board-approved general committee policy.

13.3 The Board may dissolve any Board Committee at any time.

13.4 Unless otherwise provided by by-law or Board resolution, the Board shall appoint the chair, the vice-chair (if any), and the members of each Board Committee, who shall hold their Committee membership and office at the will of the Board.

13.5 Unless otherwise provided by by-law or Board resolution, the President shall be an *ex-officio* member of all Board Committees.

13.6 The chair of each Board Committee shall be a Governor. The Board Committees may include members who are not Governors (other than an Executive Committee, if any). Unless otherwise provided by this By-law, a Board resolution, the Board-approved terms of reference for the Board Committee, or any Board-approved general committee policy, a majority of the members of any Board Committee shall be elected Governors.

13.7 Procedures at, and quorum for, Board Committee meetings shall be determined by the chair of each Board Committee, unless established by this By-law, by Board resolution, in the terms of reference for the Board Committee, or by Board-approved general committee policy. Each Board Committee shall fix the date, time, and place of its meetings.

13.8 All Board Committee meetings shall be closed to the public, subject to this By-law, a Board resolution, the Board-approved terms of reference for the Board Committee, or any Board-approved general committee policy.

ARTICLE 14 – EXECUTIVE COMMITTEE

14.1 The Board may, but shall not be required to, establish an Executive Committee consisting entirely of Governors, and of not fewer than three Governors.

14.2 The Board may delegate to the Executive Committee any powers of the Board, other than the following powers, which must be exercised by the full Board:

- (1) to fill a vacancy among the Governors or in the position of auditor;
- (2) to appoint additional Governors;
- (3) to issue debt obligations, except as authorized by the Board;
- (4) to approve any annual financial statements; and
- (5) to adopt, amend, or repeal by-laws.

14.3 The Executive Committee shall fix its quorum at not less than a majority of its members.

ARTICLE 15 – SENATE

15.1 The Senate shall, subject to the Board's approval with respect to the expenditure of funds, determine and regulate the education policy of the University.

15.2 The membership, constitution, and procedures for the Senate shall be established by senate by-laws.

ARTICLE 16 – FINANCIAL AND OTHER MATTERS

16.1 The Board may approve a corporate seal for the University. The Secretary or such other person as the Board may designate shall have custody of the corporate seal, if any.

16.2 Any two of the Chair, Vice-Chair, President, Vice-President, or such other person as the Board may designate shall sign any deeds, transfers, assignments, contracts, mortgages, conveyances, obligations, certificates, or any other instruments or documents requiring the signature of the University, and all instruments or documents so signed shall be binding upon the University without any further authorization or formality.

16.3 In addition, the Board may, from time to time, direct the manner in which and the person or persons by whom any particular instrument or document or class of instruments or documents may or shall be signed. Any signing officer may affix the corporate seal of the University to any instrument or document, and may certify a copy of any resolution, by-law, or other instrument or document of the University to be a true copy.

16.4 The University may on such terms and in such amounts as the Board may approve:

- (a) borrow money on the credit of the University;
- (b) issue, reissue, sell, or pledge debt obligations of the University;
- (c) give a guarantee on behalf of the University to secure performance of an obligation of any person; and
- (d) mortgage, pledge, or otherwise create a security interest in all or any property of the University, owned or subsequently acquired, to secure any obligation of the University.

16.5 The banking business of the University or any part of it shall be transacted with such banks, trust companies, or other financial institutions as the Board may determine.

16.6 The financial year of the University shall terminate on April 30th of each year or as the Board may determine.

16.7 The Board shall appoint an auditor licensed under the *Public Accounting Act, 2004* (Ontario) to audit the accounts, trust funds, and transactions of the University at least once a year. The auditor shall be independent of the University and its Governors and officers.

16.8 The Board shall see that all necessary records of the University required by the by-laws of the University or by any applicable laws are regularly and properly kept.

ARTICLE 17 – NOTICE

17.1 Whenever under the provisions of this By-law notice is required to be given, the notice may be given in writing and delivered or sent by prepaid mail or courier, or by telephonic or

electronic means, if there is a record that the notice has been sent, addressed to the Governor, Board Committee member, or auditor, at the address shown in the records of the University.

17.2 Any notice sent by the following means shall conclusively be deemed to be received as provided below:

- (1) if by telephonic or electronic means, on the next business day after transmission;
- (2) if delivered, at the time of delivery; and
- (3) if by prepaid mail, on the fifth business day following its mailing.

17.3 In computing the date when notice must be given under any provision of this By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall terminate at midnight of the last day of the notice period, except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

17.4 The accidental omission to give notice of any Board or Board Committee meeting, or the non-receipt of any notice by any Governor, Board Committee member, or the auditor, or any error in any notice not affecting its substance, does not invalidate any resolution passed or any action or proceeding taken at the meeting.

17.5 Any Governor, Board Committee member, or the auditor may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat. Attendance and participation at a meeting constitutes waiver of notice, unless the attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

ARTICLE 18 – BY-LAWS AND AMENDMENTS

18.1 Subject to the Act and the *Not-for-profit Corporations Act*, the Board may make, amend, or repeal any by-law that regulates the activities and affairs of the University.

18.2 Notwithstanding any other provision of this By-law, a notice of motion to make, amend, or repeal any by-law, together with the draft of the proposed by-law or amendment, shall be given in the notice calling the Board meeting at which it is intended to present the enactment, amendment, or repeal.

18.3 Any such enactment, amendment, or repeal of the by-laws of the University must be approved at a Board meeting by an affirmative vote of the majority of the Governors. Unless otherwise provided, a by-law, amendment, or repeal passed by the Board is effective from the date of the Board resolution.

ARTICLE 19 – EFFECTIVE DATE AND REPEAL

19.1 This By-law shall be effective immediately following approval by the Board or at such later date specified in the Board resolution.

19.2 All previous by-laws of the University in effect prior to its continuance under the Act are repealed as of the effective date of this By-law.

NOSM University Transition Motions

Context and Background:

The [Northern Ontario School of Medicine University Act, 2021](#) (in full force on April 1, 2022) and [NOSM U Regulations](#)

Item 5.2 NOSM University Mission, Vision and Values

This motion is to reaffirm the NOSM Mission, Vision and Values under NOSM University. There are no changes except for changing NOSM to NOSM University.

Moved by Nancy Jacko

Seconded by _____

WHEREFORE, the NOSM University Transition Board herein affirms the Mission, Vision and Values as follows:

VISION

Innovative Education and Research for a Healthier North.

MISSION

To improve the health of Northern Ontarians by being socially accountable in our education and research programs and advocating for health equity.

We will realize this by:

- Embedding social accountability as a core value in graduates. NOSM **University** will be a recognized leader in rural and Northern health knowledge and will influence and advocate for policy advances in health at all levels of government.
- Increasing research capacity and expertise in population-based health to improve advocacy and evidence-based policy in Northern Ontario. NOSM **University** will have a positive research impact on Northern health, be known as the leader in Northern health research and increase grant and other research funding.
- Incorporating advanced technology into curriculum and day-to-day activities of the ~~Universityschool~~. NOSM **University** will be a leader in educational excellence through its curriculum renewal, competency-based training, adaptive technology, and will meet or exceed all accreditation standards.
- Being a strong active partner with communities in need to create a flourishing health workforce to serve the North.
- Securing sustainable financial and human resources to deliver on our vision of innovative education and research. We will be financially sustainable by ensuring access to resources and

infrastructure to sustain and grow NOSM **University** through efficiencies and a culture of advancement.

- Creating a sustainable working and learning environment. NOSM **University** will commit to diversity, wellness and respect for faculty, staff and learners.

OUR VALUES

Innovation

NOSM **University** encourages ingenuity, creativity, a culture of inquiry and discovery, and the importance of learning from others in every aspect of the **UniversitySchool**'s education, research, social accountability, and corporate mandates. NOSM **University** uses innovative approaches to ensure continuous improvement of our distributed model of education and research.

Social Accountability.

NOSM **University** adheres to the World Health Organization's (WHO) definition of the Social Accountability of Medical Schools as "the obligation to direct their education, research and service activities towards addressing the priority health concerns of the community, region and the nation that they have a mandate to serve. The priority health concerns are to be identified jointly by governments, health care organizations, health professionals and the public." As part of its social accountability mandate, NOSM **University** has the responsibility to engage stakeholders at all levels of its broad community.

Collaboration.

NOSM **University** pursues education and research goals in close partnership with its host universities. Collaboration and partnership is also important to NOSM **University** with its teaching hospitals, community physicians, health professional clinical teachers, health system stakeholders, and communities it serves. NOSM **University** values the insights, contributions, and support of its many partners that work to improve the health of the people and communities of Northern Ontario. NOSM **University** recognizes that collaboration is both a process and outcome that engages different perspectives to better understand complex problems and leads to the development of integrative solutions that could not be accomplished by any single person or organization.

Inclusiveness.

NOSM **University** fosters inclusiveness by supporting an environment which embraces differences in staff, faculty and learners and respectfully creates value from the differences of all members of the NOSM **University** community, in order to leverage talent and foster both individual and organizational excellence.

Respect.

NOSM **University**'s faculty, staff, and learners will learn and listen to one another respectfully and communicate openly. NOSM **University**'s staff, faculty, and learners treat others and their ideas in a manner that conveys respect as differences are discussed, fosters an open academic debate, and which respects academic freedom.

Item 5.3 NOSM University Policies and Procedures

This is a blanket motion for policies in NOSM University.

Moved by Nancy Jacko

Seconded by _____

Moved that all policies that existed as Northern Ontario School of Medicine will continue under the authority of NOSM University, until amended or revised.

Item 5.4 Confirmation of the Transition Board of Governors Membership and President and Vice Chancellor

Transition, board 17 (1) Despite anything in this [Act](#), but subject to subsection (2), the persons who were members of the board of directors or members of the Academic Council of the Northern Ontario School of Medicine on the day immediately before the day section 2 of this Act came into force shall, on and after that day, constitute the board and the senate, respectively, of the University. (3) The board and the senate of the University shall, no later 12 months after the day section 2 of this Act comes into force, appoint or elect such new members of the board and senate as are necessary in order to ensure that the board and senate are constituted in accordance with the requirements of this Act.

The Office of the Secretary initiated the Transition Board Chair and Vice Chair - request for nominations and confirmed acceptance (or declines) from the Current Board. After the Governance Committee meeting on March 16, it was confirmed by acclamation that Joy Warkentin will assume the position as Chair and Mark Hurst will assume Vice Chair of the Transition Board on April 5th.

Additionally, to ensure consistency in the Governance Committee and at the recommendation of the current Chair, Nancy Jacko has agreed to assume the position as Chair of the Governance Committee during this transition. As you are aware Nancy is the Chair of the NCR Committee and long-standing member of the Governance Committee. The NCR during the pandemic and now into the next year will be sunsetted and reviewed after the installation of a new Board of Governors and a review of the standing committees.

Moved by Nancy Jacko

Seconded by _____

Whereas the NOSM University Act, 2021 outlines the constitution of the NOSM University Board; and that the board of the University shall, no later 12 months after the day the Act comes into force, appoint, or elect such new members of the board as are necessary to ensure that the board are constituted in accordance with the requirements of the Act and the Regulations.

Whereas Dr. Sarita Verma shall be President and Vice Chancellor of NOSM University; and

Further that the following are acclaimed as Chair and Vice Chair of the Transition Board of Governors respectively, Mrs. Joy Warkentin and Mr. Mark Hurst,

Therefore, in consideration of the above, the following individuals shall constitute the NOSM University Transition Board of Governors as follows:

Dr. Sarita Verma	President and Vice Chancellor (Ex Officio)
Bruce Sutton	Governor
Mark Hurst	Governor (Vice Chair)
Danielle Bélanger-Corbin	Governor
Dr. Alexandre Anawati	Governor
Nancy Jacko	Governor
Lucy Bonanno	Governor
Joy Warkentin	Governor (Chair)
Juliette S. Denis	Governor
Donna Dorrington	Governor
Suzanne 'Sue' Lebeau	Governor
Virginia 'Mae' Katt	Governor
Dr. Shermer Ratner	Governor
John Stenger	Governor
Mark Hartman	Governor
Craig Abotossaway	Governor

Next Steps:

As a newly formed University, it is recommended that the Board of Governors, through the Governance Committee formalize the supporting documents for the President and Vice Chancellor as well as the Chair and Vice Chair which shall include but not limited to a position description, appointment process and terms prior to the appointment of the new Board of Governors Chair and Vice Chair and that will, when approved, direct future appointments. This will also require updating policies and procedures regarding recruitment and onboarding.

5.5 Confirmation of the Standing Committees and Appointment of Chair and Vice Chairs

Moved by Nancy Jacko

Seconded by : _____

Moved that the following Committees will continue as Committees of the Board until amended or dissolved; and further that Chairs and Vice Chairs be confirmed as follows:

1. **Board Executive Committee** * this committee will resume under NOSM University, the [Terms of Reference](#) to be updated accordingly. The Chair and Vice Chair to be announced accordingly.

2. **Finance Audit and Risk Management Committee** ([current terms of reference](#))
Chair- John Stenger
Vice Chair-Brent Maranzan

3. **Governance Committee** ([current terms of reference](#))
Chair- Nancy Jacko
Vice Chair- Susan Soldan

4. **Board of Governors Search Committee**
Chair-Danielle Bélanger-Corbin
Co Chairs - Dr. Janice Willett and Ed Wawia

5. **Chancellor Appointment Committee**
Chair-Joy Warkentin
Vice Chair-Dr. Sarita Verma

6. **Nominations and Community Relations subcommittee-** ([current terms of reference](#))
*Current duties of the NCR Committee are delegated to the Board of Governors Search Committee

Date: April 5, 2022

Subj: Governance Committee Report
Joy Warkentin Chair / Nancy Jacko incoming Chair

This report summarizes key informational items discussed and approvals made by the Committee at the meeting of March 16, 2022. It is presented to the Transition Board of Governors for information and consideration of motions.

The membership of the committee can be found online:

<https://www.nosm.ca/about/governance/board-of-directors/standing-committees/>

Items for Approval

1. Board Meeting Schedule Updated

A revised Board meeting schedule was discussed and approved for presentation to the Board (**Motion in package**)

2. Revised Board and Chancellor documents

Approved in principle in August 2021, these documents have been updated consistent with the regulations and bylaw documents.

- Confirm changes to the Chancellor Appointment Policy
- Confirm changes to the Role and Attributes of the Chancellor
- Confirm changes to BoG Search Committee Terms of Reference
- Confirm changes to Guidelines for Recruitment and Selection

3. By-Law No 1

The Committee reviewed and made recommendations as it relates to the draft By-laws for NOSM University. (**Motion distributed in advance of the meeting and included in meeting package**)

Items for information only

NOSM University Transition and Governance Plan

The committee reviewed the transition plan as it relates to Governance. The Board was provided an update on the following:

Board (Transition and Recruitment)

- **Results – Survey – Current Members to New Board of Governors**

At the meeting the Committee reviewed and discussed (pursuant to the Act, Section 17 1-3) the membership of the Transition Board. A Motion will be made to confirm the membership of the Transition Board. The transition Board can be in place no longer than 12 months (April 1, 2023). The procedures and results of the nomination and election of the Board Chair and Vice Chair were discussed, a follow up email on the results was sent to the Committee and presented to the Board for approval.

- **Board of Governors Recruitment and Search**

After the Governance Committee meeting, the Chair and Co Chairs of the BoG Search Committee met to discuss the timelines and meetings for the recruitment of the new Board of Governors, it was at that time advised that a more suitable time frame for onboarding and confirmation of the new Governors will be at the November 24-25, 2022, Board meeting (in person). At the Governance Cmt meeting we indicated it may be September, however the Cochairs wanted to ensure they had ample time for an effective search and timed it with the possible announcement of NOSM Universities new Chancellor. This only changes the tentative timeline described at the meeting.

It was confirmed that once the Board approves By-law 1 on April 5, 2022, the Governance Committee will proceed with the documents and position description for President. This will include continuing the recommendations for changes in the policies for Search and Appointment and Annual Review.

Additionally, the Governance Committee will be updating and making recommendations as it relates to the Chair, Vice Chair and other Officer role and responsibilities documents.

BRIEFING NOTE

Date: April 5, 2022
From: Governance Committee
Subj: 2022-2023 Board and Committee Meeting Schedule Update

Considering the proclamation and changes required for transition the following dates and times were recommended and approved by the Governance Committee for presentation to the Board. (red denotes changes recommended)

Moved by Nancy Jacko

Seconded by _____

Moved that the revised Board and Board Committee schedule be approved as follows:

Board Meeting Dates

- April 5, 2022 (4-7 pm) – NOSM University Transition Board Meeting
- May 12, 2022 (full or partial day online) – (change from in person May 11 & 12)
- June 22 & 23, 2022 (In person) – **New proposal**
- September 21, 2022 (4-6pm)
- November 24 & 25, 2022 (In person)

Committee Meeting Dates

- March 23, 2022 (2-4 pm) - FARM Committee Meeting
- April 22, 2022 (9-11 am) - Governance Committee Meeting
- April 25, 2022 (9-11 am) - FARM Committee Meeting
- June 1, 2022 (9-11 am)- Governance Committee Meeting (**New**)
- August 24, 2022 (9-11 am) - Governance Committee Meeting (**New**)
- September 7, 2022 (9-11 am) - FARM Committee Meeting

Search and Recruitment Committee Meeting Dates

- April 20, 2022 - Board of Governors Search Committee Meeting
- April 28, 2022 – Chancellor Appointment Committee Meeting
(Remaining dates to be planned with the committee and Chairs)

Attachments: None



REPORT – BRIEFING NOTE

To: Board of Governors | Date: April 5, 2022

Submitted By: Governance Committee

Subject: Updated documents re: Selection and Recruitment/Chancellor Appointment

For: Discussion and/or Direction

Recommendation

Item 6.3 - Approval of NOSM University Appointment of the Chancellor Policy and Role and Attributes of the Chancellor

Moved by Nancy Jacko

Seconded by _____

Moved that the NOSM University Appointment of the Chancellor Policy and Role and Attributes of the Chancellor is approved as presented.

Item 6.4 Approval of the Board of Governors Search Committee

Moved by Nancy Jacko

Seconded by _____

Moved that the Board of Governors Search Committee Terms of Reference is approved as presented

Item 6.5 Approval of the Guidelines for the Recruitment and Selection

Moved by Nancy Jacko

Seconded by _____

Moved that the Guidelines for the Recruitment and Selection is approved as presented

Background

At the Board meeting of August 25, 2021, it was reviewed and agreed:

- **Document(s) for approval *in principle***¹ – 1/ Board of Governors Search Committee Terms of Reference and 2/ Chancellor Appointment Policy and Role and Attributes

¹Motion to approve in principle [or to endorse]: Such a motion indicates that Board agrees with the general direction and intent of a document, but has not yet approved any specific actions in it; these (if they are under Board's jurisdiction) would require a subsequent motion to approve them

-
- **Document for approval** - Guidelines for the Nomination of Directors/Guidelines for Recruitment and Selection

Board Search Committee Membership (as of March 28, 2022)

Chair Danielle Bélanger-Corbin
Co-Chair 1 Dr. Janice Willett
Co-Chair 2 Ed Wawia
Transition Director Bruce Sutton
Transition Director Juliette Denis
Former Director Lou Turco
EG Representative William McCready
Division CS Faculty Dr. Ghazala Basir
Division 2 Faculty Dr. Darrel Manitowabi
Division 3 Faculty Dr. Alain Simard
FRG Monique Rocheleau
IRG Jamie Restoule
NOMA Wendy Landry
FONOM Sandra Hollingsworth
HSN President Dominic Giroux
TBRHSC President - Dr. Rhonda Crocker Ellacott
Learner Rachel Peet/ NOSM SC
Learner – to be determined
Learner – Resident - Dr. Trevor Bruen
MD Alumni - Dr. Lacey Pitre
Elder or Knowledge keeper - Rene Gravelle
University Secretary - Gina Kennedy
Assistant Secretary - Alexandra Curry

Chancellor Appointment Committee Membership (as of March 28, 2022)

Board Chair Joy Warkentin
President - Dr. Sarita Verma
Senate Speaker Dr. David MacLean or designate
Senator 1 Dr. Emmanuel Abara
Senator 2 Dr. Rayuda Koka / Dr. William Hettenhausen
Governor 1 TBA
Governor 2 TBA
IRG Recommendation Joseph LeBlanc
IRG Recommendation Sam Senecal
IRG Recommendation Cathy Golding
Member - Métis Brian Trucker (to be confirmed)
FRG Recommendation Denis Bérubé
FRG Recommendation Angele Brunelle
FRG Recommendation Dr. Louise Logan
President of the FONOM Sandra Hollingsworth
President NOMA - Wendy Landry or designate
Resident Learner Dr. Trevor Bruen
Undergraduate Learner Rachel Peet or designate
Graduate Learner to be confirmed
Academic Leader to be confirmed
NOSM MD Alumnus/almunae Dr. Aubri Bruno-Petrina

University Secretary
Assistant Secretary

Gina Kennedy
Alexandra Curry

3. Term

~~The First Chancellor shall hold the office for a four-year term and may be re-appointed for one further term of three years but shall not be re-appointed for more than two consecutive terms.~~

The ~~All other~~ terms for Chancellor shall be ~~four~~^{three} years ~~in duration~~, eligible for re-appointment for an additional term but not more than two consecutive terms.

Commented [GK2]: act and regulations state 4 yrs

4. Appointment Committee Composition

The Appointment Committee shall be composed as follows:

- the Board Chair, who shall chair the Appointment Committee.
- the President, who shall act as vice-chair of the Appointment Committee.
- the Senate Chair or their designate.
- 2 Senators ~~elected~~^{appointed} by the Senate.
- 2 Governors ~~appointed~~^{deleted} by the Board.
- Up to 3 members ~~appointed by~~^{recommended by} the Indigenous Reference Group
- 1 member representing the Métis people ~~recommended~~^{appointed} by the ~~Dean, President and~~^{CEO}.
- Up to 3 members ~~appointed~~^{recommended} by the Francophone Reference Group.
- the President of the Federation of Northern Ontario Municipalities or their designate.
- the President of the Northern Ontario Municipal Association or their designate.
- 3 Learners (one resident, one undergraduate, and one graduate) ~~elected by the Learners~~.
- 1 Academic Leader from an affiliated higher education institution, invited by the Board Chair
- 1 NOSM MD alumnus/alumnae, currently practising in northern Ontario, selected by the President.

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The University Secretary shall serve as a resource to the Appointment Committee.

In the event of a withdrawal(s) by member(s) of the committee, the Chair of the Appointment Committee may replace members from the appropriate demographic to ensure quorum is maintained.

5. Appointment Committee Responsibilities

The University is committed to equity and diversity. The chair of the Appointment Committee is encouraged to consult with the Equity and Inclusion Portfolio for advice and support in conducting a search process that reflects and advances this commitment.

The Appointment Committee shall communicate regularly with the University community and with the Board of Governors regarding its progress throughout the search process. Appointment Committee members shall respond to general questions as to the Appointment Committee's progress by referring to procedural decisions of the Appointment Committee as recorded in its meeting minutes.

The personal information of the incumbent and/or candidates shall be managed and protected in accordance with Ontario's [Freedom of Information and Protection of Privacy Act](#) and the University's privacy, data management, and records management policies and procedures.

Personal information received by the Appointment Committee during its deliberations is confidential and shall be used or disclosed only for the purpose for which the information was originally collected. All other uses or disclosure of such information require the candidate or the incumbent's consent.

Deliberations of the Appointment Committee are confidential. To respect the dignity of the Office of the Chancellor, and to preserve the honour of the University, all Appointment Committee members shall scrupulously and conscientiously observe the rules of confidentiality requisite for the task with which the Appointment Committee is charged. To evidence such a commitment, all Appointment Committee members are required to sign an undertaking regarding confidentiality, collegiality, and conflicts. An Appointment Committee member who has breached confidentiality shall be subject to sanction, including dismissal from the Appointment Committee.

6. Appointment Committee Meetings

The Appointment Committee shall meet at the call of its chair as often as necessary, with a view to naming the Chancellor at least three months prior to the expiry date of the incumbent's term, and in the case of the first Chancellor, at least ~~six~~ months prior to the initial term.

A simple majority of the Appointment Committee shall constitute a quorum, with the proviso that the presence of the chair or the vice-chair of the Appointment Committee is required for quorum.

The Appointment Committee shall meet *in-camera* and shall keep *in camera* meeting minutes.

7. Procedures for the First Appointment

At least ~~six~~ months prior to the first Chancellor's term, the Board shall:

- establish an Appointment Committee in accordance with the Act, Regulations, and Board By-laws;
- establish terms of reference for the Appointment Committee, which shall include timelines for the initial search and appointment process; and
- identify the desirable attributes and criteria for the University's Chancellor against which to assess candidates.

The Board and, once established, the Appointment Committee shall follow the general procedures for selecting a Chancellor set out in Section ~~910~~ of this Policy.

8. Procedures for Subsequent Appointments and Re-Appointments

Other than for the first appointment, approximately ~~9~~ months before the expiry of a Chancellor's term:

- the President shall notify the Board of Governors and Senate of the impending vacancy; and
- the Board shall:
 - review and update, as appropriate:

- the desirable attributes and criteria for the University's Chancellor against which to assess candidates; and
- the terms of reference for the Appointment Committee; and
- establish an Appointment Committee to administer the procedures for selecting a new Chancellor, [if required](#).

9. General Procedures

Search Procedures

The Appointment Committee:

- shall issue a call for nominations [to the University's alumni, Senate, Board, and the University community at large](#);
- may use any other form of internal or external advertising to invite proposals for potential candidates;
- may engage the services of consultants or external search experts to assist in generating or assessing candidates; and
- may approach nominees to inquire if they agree to stand for the position.

Identification of Candidates

The Appointment Committee shall ascertain the qualifications and availability of candidates, and obtain any information deemed relevant concerning the candidates.

Once the search for candidates is concluded, the Appointment Committee shall:

- consider nominees in confidence, recognizing the need for due diligence;
- develop a short list of candidates that the Appointment Committee believes would be best for the position;
- rank the shortlisted candidates;
- identify the preferred candidate ("**Preferred Candidate**");
- conduct interviews of the shortlisted candidates; and
- re-confirm the Preferred Candidate's willingness to accept the Chancellor position.

If the Preferred Candidate declines, the Appointment Committee shall [revisit the shortlist and consider other candidates as they deem appropriate](#).

The Appointment Committee shall strive for consensus. Consensus means that each Appointment Committee member is prepared to support the recommendation of the Preferred Candidate to the Board. If consensus cannot be reached, the Appointment Committee shall select a Preferred Candidate for recommendation to the Board by simple majority vote.

Recommendation for Appointment

If the Preferred Candidate agrees, the Appointment Committee shall recommend their appointment to the Board in the form of a written report.

Appointment of the Chancellor

The Board shall meet to consider the Appointment Committee's recommendation at its earliest convenience. If the Board approves the Appointment Committee's recommendation by resolution passed by the affirmative vote of at least a majority of the Governors, the Board Chair shall take the steps necessary to inform the Preferred Candidate, the Senate, and the University community of the appointment of the Preferred Candidate as Chancellor.

Re-Appointment Procedures

If the current Chancellor is eligible for re-appointment for a second term of office, the [Governance Committee or designated Committee](#)~~Appointment Committee~~ shall consider the reappointment of the Chancellor prior to ascertaining whether the incumbent wishes to seek re-appointment. The [Appointment Governance](#) Committee shall consult with the President as part of the ~~Appointment Committee's~~ consideration of the re-appointment process.

~~If the decision by the Appointment Committee is for re-appointment, the Appointment Committee shall recommend to the Board that the Chancellor be re-appointed.~~ If the Board approves the ~~Appointment Committee's~~ recommendation [for re-appointment](#), the Board shall nominate the Chancellor for [another term re-appointment](#), with the Chancellor's agreement.

If the [Appointment Governance](#) Committee does not recommend the current Chancellor for re-appointment, the ~~Appointment Committee~~[President](#) shall with the approval of the [NOSM University](#) Board of Governors inform the current Chancellor of the ~~Appointment Committee's~~ decision and engage the general procedures for selecting a new Chancellor. [If the Incumbent does not wish to seek re-appointment for a second term, the Board shall engage the general procedures for selecting a new Chancellor.](#)

10. Exceptions and Amendments

Exceptions or amendments to the procedures described in this Policy shall require ongoing compliance with the Board By-law and the Board's approval.

11. Authorities and Officers

The authorities and officers for this Policy are as follows:

- Approving Authority: Board of Governors
- Designated Executive Officer: President
- Procedural Authority: President
- Procedural Officer: University Secretary

12. Relevant Legislation

[Northern Ontario School of Medicine University Act, 2021](#), S.O. 2021, c. 25, Sched. 16.

[Insert link to Regulations]

[Freedom of Information and Protection of Privacy Act](#), R.S.O. 1990, c. F.31.

Version	Date	Authors/Comments
1.0	2021 08 25	Original version, approval in principle by the Board of Directors NOSM with caveat that all documents may be required to be updated or changed and approved by the Board pending the proclamation and the regulations that come forward.



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Guideline

NOSM University Role and Attributes of the Chancellor					Class: A
Approved By:	Board of Directors - <i>'in principle'</i>				
Approval Date:	2021 08 25	Effective Date:	TBA	Review Date:	Annually
Responsible Portfolio/Unit/ Committee:	Governance Committee				
Responsible Officer(s):	Governance Committee Chair/Secretary				

1. Role of the Chancellor

The Chancellor is the titular head of the University, carrying out the ceremonial and official functions of the University. The Chancellor is an *ex-officio* member of the Board of Governors and of the Senate Honorary Degrees Committee. The Chancellor's specific responsibilities include:

- Presiding at convocation ceremonies and conferring all degrees, honorary degrees, certificates, and diplomas on behalf of the University.
- Hosting, attending, or presiding at other special University events.
- Representing the University in an official capacity at external functions from time to time and advanceing the University's mission through the role of an ambassador, when called upon by the President.
- Supporting and promoting the mission and values of the University.
- Promoting and furthering the strategic goals and ambitions of the University.
- Act as an advisory and a supportive role to the President, and
- Providing leadership and advice in fundraising campaigns and in relations with donors.

The position is a voluntary one, unremunerated except for expenses. Serving as Chancellor, therefore, constitutes significant public service.

2. Attributes

- Is distinguished in their field and has a significant public profile, provincially, nationally, or internationally
- Will promote NOSM U's social accountability mandate with a commitment to equity, diversity, inclusion, and anti-racism

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- Has a strong commitment to the position and an ability to champion the University in diverse settings and with diverse groups
- Can commit to the role, and would not be in a conflict of commitment between NOSM U and any other postsecondary institutes
- Has the personal traits necessary to be an effective advocate for the University, including [communication and interpersonal speaking and relationship](#) skills
- Has experience building and maintaining connections with people and organizations
- Has demonstrated ability to understand and be sensitive to the needs and concerns of all members of a University community

3. Authorities and Officers

The authorities and officers for this Policy are as follows:

- Approving Authority: Board of Governors
- Designated Executive Officer: President
- Procedural Authority: President
- Procedural Officer: University Secretary

4. Relevant Legislation/Documents

- [Northern Ontario School of Medicine University Act, 2021](#), S.O. 2021, c. 25, Sched. 16.
- [\[Insert link to Regulations\]](#)
- [Freedom of Information and Protection of Privacy Act](#), R.S.O. 1990, c. F.31.
- Appointment of the Chancellor Policy and Procedures

Version	Date	Authors/Comments
1.0	2021 08 25	Original version, approval in principle by the Board of Directors NOSM with caveat that all documents may be required to be updated or changed and approved by the Board pending the proclamation and the regulations that come forward.



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Terms of Reference

NOSM University Board of Governors Search Committee Terms of Reference				Class: A	
Approved By:	Board of Directors - <i>'in principle'</i>				
Approval Date:	2021 08 25	Effective Date:	TBA	Review Date:	Annually
Responsible Portfolio/Unit/Committee:	Governance Committee				
Responsible Officer(s):	Governance Committee Chair/Secretary				

1. Purpose

The NOSM University Board of Governors Search Committee “Search Committee” is constituted to oversee and advise the Transition Board with respect to the search and appointment of the founding Board of Governors of the Northern Ontario School of Medicine University.

2. Search Committee Composition

The Search Committee shall consist of the following:

- 3 Individuals appointed by the Governance Committee to act as Chair and ~~CoVice-Chairs~~ (2) of the committee.
- 2 additional Directors currently on the Transition Board, who will not be standing for a position on the new Board of Governors,
- 1 Former Director of the NOSM Board selected by the Governance Committee
- 1 Representative of the Executive Group, appointed by the President
- 3 faculty (one from each division) appointed by the Division Head
- 1 person selected from the Francophone Reference Group
- 1 person selected from the Indigenous Reference Group
- President of Northwestern Ontario Municipal Association (NOMA) or designate

- President of Federation of Northern Ontario Municipalities (FONOM) or designate
- President of Health Sciences North or designate
- President of Thunder Bay Regional Health Sciences Centre or designate
- 2 Learners ~~and~~
- 1 Medical Student Alumni
- Elder or Knowledge Keeper appointed by the President
- Dean, President and CEO (non-voting resource)

The committee membership should provide for a diverse and broad geographic, gender and cultural representation when available. This includes, but is not limited to, Indigenous and French speaking representation. The Chair and Vice Chairs of the Committee shall take appropriate action to ensure such diversity on the Committee.

The Secretary shall serve as a resource to the Committee.

3. Quorum

Quorum will consist of a simple majority of voting members of the Search Committee.

4. Procedures for the Search of the new Board of Governors

The Governance Committee will appoint 3 individuals to act as Chair (1) and ~~Co~~Vice-cChairs (2) of the Search Committee. These individuals will be chosen for their understanding of francophone and indigenous relations and issues as well as an understanding of operational and academic issues.

The Chair, who must be a member of the current Transitional Board, will be responsible for convening meetings and setting the agenda in collaboration with the Secretary. In the absence of the Chair, one of the ~~Vice-Coc~~chairs will assume the role.

The Chair acts as spokesperson for the Search Committee and ensures that there are regular updates provided to the ~~Transitiona~~ Board.

As it relates to the search and recruitment process, the Search Committee shall:

- In consultation with the Governance Committee, use a skill, qualifications and experience matrix, the Guidelines for Recruitment and Selection, other applicable documents, and factors to be considered in evaluating candidates to the Board for appointment.
- Initiate the request to the external appointing bodies as outlined in the Act and By-laws.
- Conduct confidential interviews of short-listed candidates.

- Carry out the recruitment in a highly confidential and professional manner. Information regarding applicants, potential applicants and interviews shall remain confidential to the Search Committee, even after the search is concluded.
- Recommend to the Governance Committee the slate of candidates for recommendation to the Board.

The Secretary to ~~the~~ Transition~~d~~ Board shall function as the Secretary.

The Search Committee members will immediately alert the Chair if any real or perceived conflict of interest arises during the search process.

The Search Committee shall strive for consensus. Consensus means that each Committee member is prepared to support the recommendation of the slate of candidates to the new Board of Governors. If consensus cannot be reached, the Search Committee shall select the slate of Candidates for recommendation to the Transition~~d~~ Board by simple majority vote.

This Search Committee shall be disbanded on the announcement of the appointment of the new Board of Governors.

5. Authorities and Officers

The authorities and officers for this Policy are as follows:

- Approving Authority: Transition~~d~~ Board
- Designated Executive Officer: President
- Procedural Authority: President
- Procedural Officer: University Secretary

6. Relevant Legislation/Documents

- [Northern Ontario School of Medicine University Act, 2021](#), S.O. 2021, c. 25, Sched. 16.
- [[Insert link to Regulations]][Regulations](#)
- [Freedom of Information and Protection of Privacy Act](#), R.S.O. 1990, c. F.31.

Version	Date	Authors/Comments
1.0	2021 08 25	Original version, approval in principle by the Board of Directors NOSM with caveat that all documents may be required to be updated or changed and approved by the Board pending the proclamation and the regulations that come forward.



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Guideline

Guidelines For Recruitment and Selection				Class: A	
Approved By:	Board of Directors <u>Governors</u>				
Approval Date:	2021 08 25	Effective Date:	2013 03 20	Review Date:	3 years
Responsible Portfolio/Unit/Committee:	Governance Committee				
Responsible Officer(s):	Governance Committee Chair/Secretary				

1. Purpose

Each year, the Governance Committee considers the governance leadership and committee membership requirements. Guided by bylaws, policies, role and responsibility statements, committee terms of reference and skill matrices and considering succession planning, the Committee prepares recommendations for consideration of the Board membership, the appointment of the Board Chair and Vice-Chair as well as the Committee Chairs and Committee Member appointments.

Recommended appointments to these specific roles and committee assignments will reflect the Board's balance and diversity goals.

In fulfilling this role, the Governance Committee will develop and implement strategies that allow it to fulfill the Board's aspirations in relation to balance and diversity. These strategies will address both the recruitment of new members and succession planning for leadership roles.

These guidelines are intended to provide support to the Committee responsible for recruitment of individuals to the Board. It is part of the process for the Governance Committee, through its work, to seek and respond to input from community stakeholders in its work of identifying the gaps and needs for recruitment.

The Governance Committee, it will pursue continuous improvement to its policies, processes, communications, and outreach to engage the interest and participation of individuals who bring valuable skills to governance. Particular attention will be given to measures that can cultivate and support diversity among elected members, with emphasis on the importance of reflecting balance and the diversity of Northern Ontario¹

¹ <https://culture.nosm.ca/diversity/>

Diversity “embodies inclusiveness, mutual respect, and multiple perspectives and serves as a catalyst for change resulting in health equity. In this context, we are mindful of all aspects of human differences such as socioeconomic status, race, ethnicity, language, nationality, sex, gender identity, sexual orientation, religion, geography, disability and age.”

[Source: [Association of American Medical Colleges](#)]

~~NOSM University~~~~The Northern Ontario School of Medicine~~ is committed to creating a climate where learners, faculty, staff, and patients can expect the highest standards of respect, kindness and professional collegiality and civility.²

The over-riding consideration in identifying and confirming individuals to serve is merit and experience in relation to the governance needs of the ~~School~~~~University~~. All candidates must possess the qualifications, experience and commitment required to govern an institution of the size, complexity, and reputation of the ~~Northern Ontario School of Medicine~~~~NOSM University~~ and should reflect the diversity of the communities served by the ~~School~~~~University~~.

2. Balance and Diversity within the Board

The Board, as a whole, should be skilled, credible, capable, experienced and well able to lead ~~NOSM~~~~University~~~~the Northern Ontario School of Medicine~~.

The membership should be drawn widely to:

- achieve a balance of skills and expertise needed for the Board to fulfill its governance roles and responsibilities,
- reflect the geographic and demographic diversity of Northern Ontario (specifically) including indigenous, francophones and rural and remote communities and reflect the social accountability mandate,
- identify strategies to encourage representatives of institutional partner organizations and other external organizations and constituencies to provide suggestions of potential candidates, including those who would help meet the balance and diversity objectives.
- subject to exceptional circumstances, members should be residents of Northern Ontario

3. Personal Qualities of Individuals on the Board

- a commitment to the mission, vision, and core values with emphasis on the social accountability mandate aligned with ~~NOSM~~~~NOSM UNIVERSITY~~'s statement on equity, diversity, and inclusion,
- personal and professional integrity and informed judgment,
- understanding of governance including the roles and responsibilities of the Board as a whole, as well as those of the individuals on the Board and the difference between governance and management,
- ability to work positively, co-operatively, and respectfully and communicate effectively,
- ability to provide wise counsel and ask relevant questions at a strategic level,
- enthusiasm for the role and its demands,

² <https://culture.nosm.ca/about/>

- ability and willingness to commit the necessary time to prepare for and participate in orientation and continuing education, meetings, committee meetings, retreats, and selected ~~NOSM~~NOSM UNIVERSITY related events,
- a commitment to comply with the code of conduct and conflict of interest policies, and
- ability and willingness to represent and be an ambassador for ~~NOSM~~NOSM UNIVERSITY when called upon.

4. Skills, Experience and Knowledge

While the Board will give priority to recruitment of different skills, expertise and experience over time, the members should collectively possess a range of specific skills, expertise, and experience from among the following:

Academic

- University (higher education) policy, governance and/or management experience
- Undergraduate and postgraduate medical education residents, graduate students and health sciences learners (~~NOSM~~NOSM UNIVERSITY learners)
- ~~NOSM~~NOSM UNIVERSITY Alumni
- Research and Scientific Discovery

Governance

- Municipal governance/management with a broad regional perspective/ experience
- Francophone and/or Indigenous governance
- Corporate or Not-for-Profit Governance.

Functional Expertise

- Financial management and oversight with professional designation.
- Human resources including labour relations
- Information Management Strategy
- Legal expertise
- Conflict Resolution
- Quality Improvement and Risk management
- Strategic planning
- Health Policy and Administration
- Knowledge of and experience in Indigenous health care, policy or administration and governance
- Knowledge of and experience in francophone health care, policy or administration and governance
- Equity, diversity inclusivity and anti-racism
- Health care delivery and clinical experience
- Government relations
- Fundraising, Media, and Public Relations

5. Authorities and Officers

The authorities and officers for this document are as follows:

- Approving Authority: Board
- Designated Executive Officer: President

- Procedural Authority: Governance Committee Chair
- Procedural Officer: Secretary

Version	Date	Authors/Comments
1.0	2013 03 20	Original version
1.2	2019 02 20	Updated Template per COO- no content change (changed aboriginal to indigenous per 2016 NOSM change)
2.0	2021 08 25	2021 approved by the board, name change to document



Finance Audit and Risk Management Committee Report

Report Dated: April 5, 2022
Chair: John Stenger
Date of Last Meeting: March 23, 2022
Date of Next Meeting: April 25, 2022

This report summarizes key informational items discussed and approvals made by the FARM Committee at the meeting of March 23, 2022. It is presented to the Transition Board of Governors for information and consideration of motions.

The membership of the committee can be found online:

<https://www.nosm.ca/about/governance/board-of-directors/standing-committees/>

1. Financial Report for the period ending January 31, 2022 (For Approval)

The Financial Report for the period ending January 31, 2022 was reviewed and approved for presentation to the Transition Board of Governors. **[Motion attached]**

The following was noted:

- Most of the current expenses are on budget.
- The current fiscal year was balanced in anticipation of receiving additional funding (\$700K) and reductions in the overall operating budget. Note 2 is specifically related to anticipated funding that has not yet been received, however we continue to expect additional funding from Government prior to April 30, 2022.
- As the pandemic continued this fiscal year, NOSM has continued to save money in the non-student travel budgets due to restricted travel across staff and faculty, as well as, within the budgets for meetings and professional development.
- NOSM continues to experience greater than expected legal fees related to Lakehead/Laurentian negotiations, NOSM University, and the Laurentian CCAA.
- Legal costs to NOSM associated with the Laurentian CCAA are not reflected in the Financial Report for this period, as these will be applied against the reserves, as previously approved by the Board of Directors.

2. Report on Reserves (Information Only)

Ray Hunt, Chief Operating Officer, presented the current state of the General Reserves. In 2020-2021 we incurred a total of \$1.587K mostly as a result of the loss of the tuition revenue that was not received from Laurentian University. The legal fees are much higher than projected due to the complicated discussions with Laurentian and the extended CCAA process. For this fiscal year to date, the expenses related to the CCAA are \$435K (mostly due to legal fees). The total CCAA expenses to date for both fiscal years is \$2,022K. The Laurentian CCAA Stay of Proceedings was extended to May 31, 2022 by which time Laurentian is expected to submit a plan of arrangement.

3. Preliminary Budget Assumptions (Information Only)

Ray Hunt, Chief Operating Officer, presented an overview of the budget assumptions for 2022-23:

- We have budgeted that expenses will increase mostly to due to increasing salaries and teaching costs which represents approximately 75% of the budget expenses.

-
- The projected deficit for 2022-23 is \$2.1M. NOSM has been advocating with Government to increase funding through Growth and Expansion, one-time NOSM University Transition, and an increase in NOSM's base funding to address the structural deficit. The provincial Government announced Growth and Expansion of Undergraduate and Postgraduate spaces on March 15, 2022, however, we do not know the details of the roll-out plan.
 - Undergraduate Domestic Tuition fees will remain frozen for 2022-2023.
 - Budget Committee piloted a hybrid Priority Based Budget (PBB) process in 2021-22 to ensure any reallocations or requests were aligned to the Strategic Plan and that Portfolios and Units are actively linking their budgets to the Strategic Plan.
 - The PBB process for 2022-23 will need to be expanded to include not only the NOSM Strategic Plan but requirements to transition to NOSM University and the potential impact of UG and/or PGE expansion.
 - **[Slides attached for further information]**

4. Investment Committee Update (Information Only)

Grace Vita, Director of Planning & Risk, provided an update on the Investment Committee and the Request for Proposal (RFP) for Investment Management Services. The RFP was issued on February 25, 2022 by invitation to three potential investment management firms. The RFP closes on March 29, 2022. The Evaluation Committee (comprising of three members of the Investment Committee) will review and evaluate the proposals by April 7th. The goal is for FARM to recommend for approval the selection of the investment management firm at the May 12th meeting of the Transition Board of Governors.

5. Risk Management Update (Information Only)

Grace Vita, Director Planning and Risk, noted that the risks that were identified in the Curie Survey that was conducted with all of its members (60 universities across Canada) are aligned with the risks identified by NOSM. NOSM was successful in securing cyber insurance which has been a challenge for many organizations. Additionally, Cyber Security Awareness Training was mandated for all employees and we have seen 100% compliance.

6. HOOPP – Update (Information Only)

Dan Burrell, Interim Director of Finance, provided an update on the Healthcare of Ontario Pension Plan (HOOPP). The audited financial statements of the Manulife Pension Plan and the wind-up report (September 30, 2021) were submitted prior to the deadline of December 31, 2021 and the windup was accepted by the regulators. Mercer has sent Statement & Election Wind-up forms to all employees in the Manulife Pension Plan to personally identify where they would like the balance of their Manulife Pension funds to be transferred. A whole-school session will be held with Mercer on March 28, 2022 to walk-through the forms and answer questions. Forms must be submitted by May 31, 2022. All employees who have opted to join HOOPP will receive buy-back quotes from HOOPP for the purchase of their past service, if they so choose, in the coming weeks.

7. Financial Policies for Review (For Approval)

The Financial Delegated Authorities Policy and the Signing Authorizations Policy were reviewed and approved for presentation to the Transition Board of Governors. These policies are amended to reflect the changes in the organization to NOSM University, effective April 1, 2022. **[Motion attached]**

8. Banking Resolution (For Approval)

The Banking Resolution of the Corporation, to be effective April 1, 2022, was reviewed and approved for presentation to the Transition Board of Governors. The Banking Resolution is updated to reflect the changes in the organization to NOSM University. **[Motion attached]**

9. Confirmation of Appointment of FARM Chair for NOSM University (For Recommendation)

Committee members recommended the appointment of John Stenger, as Treasurer (for banking purposes only) and Chair of the Finance Audit and Risk Management Committee of NOSM University commencing April 1, 2022 and for the remainder of the term ending September 2023.

10. Confirmation of Appointment of FARM Vice-Chair for NOSM University (For Recommendation)

Committee members recommended the appointment of Brent Maranzan as Vice-Chair to the Finance, Audit and Risk Management Committee of NOSM University commencing April 1, 2022 and for the remainder of the term ending September 2022.

Meeting: Transition Board of Governors

Date: April 5, 2022

Decision Requested:

Financial Report ending January 31, 2022

[Moved/Seconded]

Resolved that:

The Financial Report for the nine month period ending January 31, 2022 is approved as presented.

Context and Background:

None

Attachments:

Financial Report ending January 31, 2022

Submitted by: Ray Hunt, Chief Operating Officer

NORTHERN ONTARIO SCHOOL OF MEDICINE
Operating Budget Variance Analysis
For the Period Ended January 31, 2022

	Budget 2022 \$(000)	Year to Date Jan 31/22			Forecast April 30/22		
		Budget \$(000)	Actuals \$(000)	Variance \$(000)	Budget \$(000)	Forecast \$(000)	Variance \$(000)
INCOME							
Government Grant - MCU	23,090	17,470	17,470	-	23,090	23,090	-
Government Grant - MOH	16,381	12,402	12,402	-	16,381	16,381	-
Government Grant - Expansion or Operating Funds	700	-	-	-	700	700	-
Tuition	6,285	4,674	4,674	-	6,285	6,285	-
Ontario Medical School Application Fees	200	149	149	-	200	200	-
Interest	320	238	238	-	320	320	-
Project and Research Revenues	1,674	1,245	1,245	-	1,674	1,674	-
TOTAL INCOME	48,650	36,177	36,177	-	48,650	48,650	-
EXPENDITURES							
Operating:							
Salaries and Benefits	24,869	19,182	19,173	9	24,869	24,869	-
Clinical Faculty Stipendiary Contracts	4,713	3,622	3,619	3	4,713	4,713	-
Teaching Fees	6,699	4,943	4,941	2	6,699	6,699	-
Non-Student Travel	821	234	163	71	821	746	75
Student Travel and Accommodations	3,125	1,945	1,937	8	3,125	3,125	-
Office, Supplies and Services	1,113	793	790	3	1,113	1,113	-
Legal and Consulting Fees	712	523	638	(115)	712	837	(125)
Facilities	1,276	973	970	3	1,276	1,276	-
Technology, Telecommunications, & Hardware	1,420	1,074	1,070	4	1,420	1,420	-
Meetings and Professional Development	1,903	1,283	1,241	42	1,903	1,853	50
Research	507	320	316	4	507	507	-
Library Licences	834	760	760	-	834	834	-
Research Studentship and Bursaries	658	525	525	-	658	658	-
Capital Fund	-	-	-	-	-	-	-
TOTAL EXPENDITURES	48,650	36,177	36,143	34	48,650	48,650	-
Total Revenues over Expenditures	-	0	34	34	-	-	-

Note 1 - 2021/22 budget included projected vacancy savings of \$364K. Finance is now projecting to meet that target based on current complement.

Note 2 - Government Expansion or Operating Funding - NOSM budgeted for \$700K. No confirmed information on additional funding yet. Administration is still projecting some form funding will be received in 21-22

Note 3 - Financial impact of COVID-19 (eg. cancelations of events, work from home etc) are projected as savings. With COVID restrictions through much of the Fall and Winter, it is now assumed that savings will be enough to offset additional non-CCAA legal costs

Additional Note - These results do not reflect the legal costs to NOSM associated with Laurentian's CCAA in 21/22 (\$435K to date). These costs will be applied against reserves as approved by the Board

Updated Budget Projections – 2020-21 to 2025-26

Revenue & Expenses \$(000's)	Actual Budget 2020-21 \$(000)	Actual Budget 2021-22 \$(000)	Projected Budget 2022-23 \$(000)	Projected Budget 2023-24 \$(000)	Projected Budget 2024-25 \$(000)	Projected Budget 2025-26 \$(000)
Revenue	\$47,500	\$47,950	\$48,350	\$48,850	\$49,350	\$49,450
Additional Funding to Balance	\$1,200**	\$700*	\$0	\$0	\$0	\$0
Budgeted Revenue	\$48,700	\$48,650	\$48,350	\$48,850	\$49,350	\$49,450
Budgeted Expenses	\$48,700	\$48,650	\$50,450	\$51,600	\$52,500	\$53,300
Projected Deficit	<u>\$0</u>	<u>\$0</u>	<u>(\$2,100)</u>	<u>(\$2,750)</u>	<u>(\$3,150)</u>	<u>(\$3,850)</u>

* 2021-22 Budget balanced using \$700K in planned requests to MCU and MOH for expansion or additional operating funds

** 2020-21 Budget balanced using \$1.2 M in requested MCU Northern Sustainability Funding

Proposed 2022-23 Budget Development

Process

- The 2021-22 Budget Process was designed to factor in the implementation of the new NOSM Strategic Plan. Units were tasked with reallocating funding within their current envelope to meet their Strategic Objectives for 2021-22. The 2022-23 Budget Process would follow a similar process.
- Budget Committee piloted a hybrid Priority Based Budget (PBB) process in 2021-22 to ensure any reallocations or requests were aligned to the Strategic Plan and that Portfolios and Units are actively linking their budgets to the Strategic Plan.
- The PBB process for 2022-23 will need to be expanded to include not only the NOSM Strategic Plan but requirements to transition to NOSM University and the potential impact of UG and/or PGE expansion.

2022-23 Budget Projections

<p>CURRENT BASE BUDGET</p> <p>2022-23 Budget Based on 2021-22 Budgets</p> <p>Potential Starting Deficit of \$2.10 Mill (based on initial assumptions)</p> <p>Expansion or additional operating funding needed</p>	<p>ONE-TIME CONTRACTS AND STRATEGIC INITIATIVES</p> <p>Limited funding to continue initiatives and contracts.</p> <p>Funding needed from Government, fundraising, or internal reallocations</p>	<p>NOSM University Transition Costs</p> <p>No funding yet for these costs</p> <p>Funding expected from Province to help transition</p>	<p>UG and/or PGE Expansion Costs</p> <p>No funding yet for these costs</p> <p>These costs will not be funded without confirmation of funding (<u>except planning costs</u>). Identification of costs will be for information purposes and will be revisited once a timeline for expansion is better known</p>
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- PBB process to align requests and pressures into each category
- Draft PBB Form included in package

2022-23 Budget Projections

Projected Deficit

- Additional Operating or Expansion Funding is vital to NOSM. NOSM management remains confident that additional funding will be provided by MCU and/or MOH.
- NOSM Board has a balanced budget policy and in absence of any new funding, reductions would need to be significant to balance 2022-23.
- If new funding is received but is not sufficient to completely cover the projected deficit, some budget reductions would be required
- Some reduction options would include vacancy savings (**\$346K in 21-22**), reduction of travel budgets (**\$500K in 21-22**), and no allocation to the Capital Reserve (**\$286K**). These would be insufficient if no additional funds are received

Next Steps

- The Preliminary Budget assumptions and projections to be presented to Board (**Apr 5/22**)
- Budget Committee met on **Mar 17/22** and Dean's Cabinet to meet in **April 2022** and make final recommendations.
- Budget Committee approval of Draft Final 2022-23 Budget (**Apr 14/22**)
- The Draft Final 2022-23 Budget to be presented to FARM (**Apr 25/22**)
- Draft Final 2022-23 Budget to Board (**May 12/22**)

Meeting: Transition Board of Governors

Date: April 5, 2022

Decision Requested:

Approval of the amended Financial Delegated Authorities Policy

[Moved/Seconded]

Resolved that:

Be it resolved that the policy on Financial Delegated Authorities be approved as amended to reflect the changes in the organization of the University.

Context and Background:

Attachments:

Financial Delegated Authorities Policy

Submitted by: Ray Hunt, Chief Operating Officer

1.0 Purpose

Authorizations are established for the delegation of authority to initiate purchase requisitions in transacting the business of the Northern Ontario School of Medicine ~~(University ('NOSM University'))~~ within an effective control environment that supports NOSM University academic and operational plans and priorities.

2.0 Scope

NOSM University will delegate authority for the initiation of purchase requisitions within approved budgets. The level of authority required to authorize commitments is dependent upon the dollar value and subject matter of the contracts and agreements.

For greater clarity, the following terms are used:

- i. ~~President, Vice Chancellor, Dean, President~~ and Chief Executive Officer ("President") ~~(CEO)~~ shall be used interchangeably and refer to the same individual.
- ii. ~~University President(s) refers to the Presidents of Lakehead University and Laurentian University or their designate.~~
- iii. ~~Board of Governors Directors~~ refers to the Board of Governors Directors of the Northern Ontario School of Medicine-NOSM University.
- iv. ~~Unit Managers include Vice Deans, the Vice Dean Academic, Vice President, Administration and Chief Operating Officer ("VP Admin & COO") (COO), Senior Associate Dean, Associate Deans, Associate Vice President, Finance and Administration, Assistant Deans, Senior Directors, Directors, Registrar, Division Heads, Managers, Chief Advancement Officer, and the Chief of Staff.~~
- v. ~~Units are those that are set out in the NOSM University Organization Chart.~~

Each Unit Manager is ultimately responsible for the annual development and continued monitoring of Unit budgets. Accordingly, the Unit Manager, in approving a purchase requisition, must verify that funds are available within the Board of Governors approved operating budget to support the purchase.

Authority is delegated to Unit Managers only with respect to operating fund acquisitions but may include the purchase of capital items subject to dollar amounts.

Delegated authority precludes the application of budgetary surplus to full-time salary costs. Budgetary savings resulting from a reduction in a Unit's ~~full-time~~ full-time staff complement, either through the elimination or reduction of a ~~full-time~~ full-time position, will be transferred from the Unit to the general fund.

To fund an enhancement or replacement in full time staff costs, the Unit Manager will either:

- i. request the staff costs through the annual budgetary process; or,

- ii. present a business case and apply to the President, CEO for additional funding.

Unit Managers will follow NOSM University hiring procedure when adding or replacing full time staff.

3.0 Levels of Financial Delegated Authority

Authority is delegated based upon the following authorizations:

A summary of the Financial Delegated Authorities is included as **Attachment A**

Level 1: The Board of Governors, Directors

The Board approves the annual operating and capital budgets. Prior approval by a resolution of the Board of Governors, Directors OR the Executive Committee of the Board will be required with respect to any contract or agreement, which exposes the University School to an uncertain or potentially significant liability, is precedent setting or involves sensitive issues.

The Board delegates authority to the President, Dean for the implementation and monitoring of the approved budget.

Exceptions: Payments to Board members require the signature of the Chair or Vice Chair of the Board.

Level 2: The ~~Dean, President, Vice Chancellor, Dean~~ and CEO of NOSM University

Approval Limit: Limits set out in the Board approved annual operating and capital budgets with single transaction limits set at \$50,000.

Exceptions: Single purchases within the Board approved annual operating and capital budgets in excess of \$50,000 require two signatures. The authorized signatories are:

- President, Vice Chancellor, Dean, President and CEO
- Vice Deans ~~Academic~~
- ~~Senior Associate Dean~~
- Associate Deans
- Vice President, Administration and Chief Operating Officer
- Associate Vice President, Finance and Administration
- Director of Planning and Risk
- Director of Finance
- Chair or Vice Chair of the Board of Governors, Directors

Payments to the President, Chief Executive Officer must be approved by the Chair or Vice Chair of the Board of Governors, Directors.

Level 3 – Vice President, Administration and Chief Operating Officer, Vice Deans, Academic, Senior Associate Dean and Associate Deans, and Associate Vice President, Finance and Administration

Approval Limit: The VP Admin & COO, Vice Deans ~~Academic~~, ~~Senior Associate Dean~~ Vice President, Finance and Administration and Associate Deans may approve a single transaction up to \$50,000.

The VP Admin & COO is delegated authority by the ~~Dean, President and CEO~~ to approve:

1. All payroll expense including payroll taxes and withholdings;
2. All intra-~~university school~~ payments and transfers subject to the receipt of adequate supporting documentation and evidence of receipt of goods/services;
3. Recurring finance charges (principal and interest) on capital finance items.

Exceptions: The ~~Dean, President and CEO~~ must approve payments to the VP Admin & COO, Vice Deans ~~Academic~~ and their respective Associate Deans and other direct reports. The Vice Deans ~~Academic~~ must approve payments to their respective Associate Deans and other direct reports. The VP Admin & COO must approve payments to the Associate Vice President, Finance and Administration, and other direct reports.

Level 4: Management Group – Assistant Deans, Directors, Senior Directors, Registrar, and Division Heads

Approval Limit: Limits set out in the Unit's Board approved annual operating and capital budgets of the Assistant Deans, Senior Directors, Directors, Registrar, and Division Heads with single transaction limits up to \$25,000.

Assistant Deans, Senior Directors, Directors, Registrar, and Division Heads may authorize expenditures within their approved budgets for:

1. non-salary items (supplies, equipment, and services);
2. part-time and over-time salaries and benefits, subject to Human Resource policies; and,
3. budget transfers except full-time salaries and benefits

Exceptions: The VP Admin & COO, Associate Vice President, Finance and Administration, Vice Deans and Associate Deans must approve payments to their respective Assistant Deans, Senior Directors, Directors, Registrar, and Division Heads.

Level 5: Managers, Chief Advancement Officer, and Chief of Staff

Approval Limit: Limits set out in the Unit's approved annual operating and capital budget of the Manager with single transaction limits up to \$10,000.

Exceptions: Senior Directors, Directors, and Registrar must approve payments to their respective Managers.

Delegation of Authorities

The Unit Managers may, on an individual transaction-by-transaction basis, delegate authority to approve purchase requisitions to a NOSM [University](#) employee reporting directly to the Unit Manager. Such delegated authority is not to exceed \$5,000 individually and may not be delegated for the purchase of capital items. The delegation of signing authority by a Unit Manager to others will not absolve the Unit Manager of responsibility for the maintenance of budgetary controls.

Research Funds

In circumstances where research funds are awarded by the NOSM University or third parties, NOSM University will delegate full authority for the expenditure of the research funds to the Vice Deans ~~Academic, Senior Associate Dean,~~ Associate Dean, Assistant Dean or Division Head of the staff member principally responsible for the project.

4.0 Notification

Delegation of authorities must be submitted in writing to the Finance Unit using the “*Long Term Delegation of Financial Authority*” form prior to **April 30th** each year.

5.0 Related Documents

In support of this policy, the following [related policies/documents/companion/forms] are included:

- Signing Authorizations Policy and Chart
- Long Term Delegation of Financial Authority Form
- Delegation of Authority Policy

6.0 Getting Help

Queries regarding interpretations of this document should be directed to:

[Vice President, Administration and Chief Operating Officer – \(705\) 662-7147](#)

[Director of Finance – \(807\) 766-7378](#)

~~_____ Chief Operating Officer – (705) 662-7147~~

~~_____ Director of Finance – (807) 766-7307~~

Attachment A

Northern Ontario School of Medicine <u>University</u> Summary of Financial Delegated Authorities			
LEVEL	AUTHORITY	LIMIT	EXCEPTIONS
1	Board of <u>Governors</u> <u>Directors</u>	No limit	Payments to Board members require the signature of the Chair or Vice Chair of the Board of <u>Governors</u> <u>Directors</u> .
2	<u>Dean, President and CEO</u>	Single transaction limit of \$50,000. Single transactions in excess of \$50,000 require two signatures. Authorized signatories are: <ul style="list-style-type: none"> ▪ <u>Dean, President and CEO</u> ▪ <u>Vice Deans Academic</u> ▪ <u>Senior Associate Dean</u> ▪ <u>Associate Deans</u> ▪ <u>VP Admin & COO</u> ▪ <u>Associate Vice President, Finance and Administration</u> ▪ Director of Planning and Risk ▪ Director of Finance ▪ Chair or Vice Chair of the Board of <u>Governors</u> <u>Directors</u> 	Payments to the <u>Dean, President and CEO</u> of the <u>University NOSM</u> must be approved by the Chair or Vice Chair of the Board of <u>Governors</u> <u>Directors</u> .
3	<u>VP Admin & COO,</u> <u>Vice Deans Academic,</u> <u>Senior Associate Dean,</u> <u>Associate Deans,</u> <u>Associate Vice</u> <u>President, Finance and</u> <u>Administration</u>	Single transaction limit of \$50,000	The <u>Dean, President and CEO</u> must approve payments to the <u>VP Admin & COO</u> , <u>Vice Deans Academic</u> and their respective Associate Deans and other direct reports. The <u>Vice Deans Academic</u> must approve payments to their respective Associate Deans and other direct reports. <u>The VP Admin & COO must approve payments to the Associate Vice President, Finance and Administration, and other direct reports.</u>

4	Assistant Deans, Directors, Senior Directors, Registrar, Division Heads	Single transaction limit of \$25,000	The VP Admin & COO, Associate Vice President, Finance and Administration, Vice Deans and Associate Deans must approve payments to their respective Assistant Deans, Senior Directors, Directors, Registrar, and Division Heads.
5	Managers, Chief Advancement Officer, and Chief of Staff	Single transaction limit of \$10,000	Directors, Senior Directors, or Registrar must approve payments to their respective Managers.

Version	Date	Authors/Comments
1.0	2004 04 28	Original
2.0	2008 09 17	Revision by Finance
3.0	2008 12 05	Revision by Finance
4.0	2011 12 02	Revision by Finance re change in position titles
5.0	2015 09 23	Revision by Finance re change in position titles
6.0	2016 09 21	Revision by Finance re change in position titles and delegation amount increases
7.0	2018 11 23	Revision by Finance re change in position titles
8.0	2019 09 18	Revision by Finance to include new Chief of Staff position
9.0	2020 03 11	Revision by Finance to include new Senior Director Positions and change in Organization Structure
10.0	2021 09 08	Revision by Finance to include new positions and changes in position titles
11.0	2022 04 05	Changes to reflect NOSM University and position titles



Northern Ontario
School of Medicine
Ecole de medecine
du Nord de l'Ontario
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Policy

Financial Delegated Authorities				Class: A	
Approved By:	Board of Governors				
Approval Date:	2022 04 05	Effective Date:	2022 04 05	Review Date:	2025 04 05
Responsible Portfolio/Unit/Committee:	Administration and Operational Support, Finance				
Responsible Officer(s):	Vice President, Administration and Chief Operating Officer, Director of Finance				

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1.0 Purpose

Authorizations are established for the delegation of authority to initiate purchase requisitions in transacting the business of the Northern Ontario School of Medicine University ('NOSM University') within an effective control environment that supports NOSM University academic and operational plans and priorities.

2.0 Scope

NOSM University will delegate authority for the initiation of purchase requisitions within approved budgets. The level of authority required to authorize commitments is dependent upon the dollar value and subject matter of the contracts and agreements.

For greater clarity, the following terms are used:

- i. President, Vice Chancellor, Dean and Chief Executive Officer ("President") shall be used interchangeably and refer to the same individual.
- ii. Board of Governors refers to the Board of Governors of NOSM University.
- iii. Unit Managers include Vice Deans, Vice President, Administration and Chief Operating Officer ("VP Admin & COO"), Associate Deans, Associate Vice President, Finance and Administration, Assistant Deans, Senior Directors, Directors, Registrar, Division Heads, Managers, Chief Advancement Officer, and the Chief of Staff.
- iv. Units are those that are set out in the NOSM University Organization Chart.

Each Unit Manager is ultimately responsible for the annual development and continued monitoring of Unit budgets. Accordingly, the Unit Manager, in approving a purchase requisition, must verify that funds are available within the Board of Governors approved operating budget to support the purchase.

Authority is delegated to Unit Managers only with respect to operating fund acquisitions but may include the purchase of capital items subject to dollar amounts.

Delegated authority precludes the application of budgetary surplus to full-time salary costs. Budgetary savings resulting from a reduction in a Unit's full-time staff complement, either through the elimination or reduction of a full-time position, will be transferred from the Unit to the general fund.

To fund an enhancement or replacement in full time staff costs, the Unit Manager will either:

- i. request the staff costs through the annual budgetary process; or,
- ii. present a business case and apply to the President for additional funding.

Unit Managers will follow NOSM University hiring procedure when adding or replacing full time staff.

3.0 Levels of Financial Delegated Authority

Authority is delegated based upon the following authorizations:

A summary of the Financial Delegated Authorities is included as **Attachment A**

Level 1: The Board of Governors

The Board approves the annual operating and capital budgets. Prior approval by a resolution of the Board of Governors OR the Executive Committee of the Board will be required with respect to any contract or agreement, which exposes the University to an uncertain or potentially significant liability, is precedent setting or involves sensitive issues.

The Board delegates authority to the President for the implementation and monitoring of the approved budget.

Exceptions: Payments to Board members require the signature of the Chair or Vice Chair of the Board.

Level 2: The President, Vice Chancellor, Dean and CEO of NOSM University

Approval Limit: Limits set out in the Board approved annual operating and capital budgets with single transaction limits set at \$50,000.

Exceptions: Single purchases within the Board approved annual operating and capital budgets in excess of \$50,000 require two signatures. The authorized signatories are:

- President, Vice Chancellor, Dean and CEO
- Vice Deans
- Associate Deans
- Vice President, Administration and Chief Operating Officer
- Associate Vice President, Finance and Administration
- Director of Planning and Risk
- Director of Finance
- Chair or Vice Chair of the Board of Governors

Payments to the President must be approved by the Chair or Vice Chair of the Board of Governors.

Level 3 – Vice President, Administration and Chief Operating Officer, Vice Deans, Associate Deans, and Associate Vice President, Finance and Administration

Approval Limit: The VP Admin & COO, Vice Deans, Vice President, Finance and Administration and Associate Deans may approve a single transaction up to \$50,000.

The VP Admin & COO is delegated authority by the President to approve:

1. All payroll expense including payroll taxes and withholdings;
2. All intra-university payments and transfers subject to the receipt of adequate supporting documentation and evidence of receipt of goods/services;
3. Recurring finance charges (principal and interest) on capital finance items.

Exceptions: The President must approve payments to the VP Admin & COO, Vice Deans and their respective Associate Deans and other direct reports. The Vice Deans must approve payments to their respective Associate Deans and other direct reports. The VP Admin & COO must approve payments to the Associate Vice President, Finance and Administration, and other direct reports.

Level 4: Management Group – Assistant Deans, Directors, Senior Directors, Registrar, and Division Heads

Approval Limit: Limits set out in the Unit's Board approved annual operating and capital budgets of the Assistant Deans, Senior Directors, Directors, Registrar, and Division Heads with single transaction limits up to \$25,000.

Assistant Deans, Senior Directors, Directors, Registrar, and Division Heads may authorize expenditures within their approved budgets for:

1. non-salary items (supplies, equipment, and services);
2. part-time and over-time salaries and benefits, subject to Human Resource policies; and,
3. budget transfers except full-time salaries and benefits

Exceptions: The VP Admin & COO, Associate Vice President, Finance and Administration, Vice Deans and Associate Deans must approve payments to their respective Assistant Deans, Senior Directors, Directors, Registrar, and Division Heads.

Level 5: Managers, Chief Advancement Officer, and Chief of Staff

Approval Limit: Limits set out in the Unit's approved annual operating and capital budget of the Manager with single transaction limits up to \$10,000.

Exceptions: Senior Directors, Directors, and Registrar must approve payments to their respective Managers.

Delegation of Authorities

The Unit Managers may, on an individual transaction-by-transaction basis, delegate authority to approve purchase requisitions to a NOSM University employee reporting directly to the Unit Manager. Such delegated authority is not to exceed \$5,000 individually and may not be delegated for the purchase of capital items. The delegation of signing authority by a Unit Manager to others will not absolve the Unit Manager of responsibility for the maintenance of budgetary controls.

Research Funds

In circumstances where research funds are awarded by the NOSM University or third parties, NOSM University will delegate full authority for the expenditure of the research funds to the Vice Deans, Associate Dean, Assistant Dean or Division Head of the staff member principally responsible for the project.

4.0 Notification

Delegation of authorities must be submitted in writing to the Finance Unit using the “*Long Term Delegation of Financial Authority*” form prior to **April 30th** each year.

5.0 Related Documents

In support of this policy, the following [related policies/documents/companion/forms] are included:

- Signing Authorizations Policy and Chart
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6.0 Getting Help

Queries regarding interpretations of this document should be directed to:

Vice President, Administration and Chief Operating Officer – (705) 662-7147

Director of Finance – (807) 766-7378

Attachment A

Northern Ontario School of Medicine University Summary of Financial Delegated Authorities			
LEVEL	AUTHORITY	LIMIT	EXCEPTIONS
1	Board of Governors	No limit	Payments to Board members require the signature of the Chair or Vice Chair of the Board of Governors.
2	President	<p>Single transaction limit of \$50,000. Single transactions in excess of \$50,000 require two signatures. Authorized signatories are:</p> <ul style="list-style-type: none"> ▪ President ▪ Vice Deans ▪ ▪ Associate Deans ▪ VP Admin & COO ▪ Associate Vice President, Finance and Administration ▪ Director of Planning and Risk ▪ Director of Finance ▪ Chair or Vice Chair of the Board of Governors 	Payments to the President of the University must be approved by the Chair or Vice Chair of the Board of Governors.
3	VP Admin & COO, Vice Deans, Associate Deans, Associate Vice President, Finance and Administration	Single transaction limit of \$50,000	The President must approve payments to the VP Admin & COO, Vice Deans and their respective Associate Deans and other direct reports. The Vice Deans must approve payments to their respective Associate Deans and other direct reports. The VP Admin & COO must approve payments to the Associate Vice President, Finance and Administration, and other direct reports.

4	Assistant Deans, Directors, Senior Directors, Registrar, Division Heads	Single transaction limit of \$25,000	The VP Admin & COO, Associate Vice President, Finance and Administration, Vice Deans and Associate Deans must approve payments to their respective Assistant Deans, Senior Directors, Directors, Registrar, and Division Heads.
5	Managers, Chief Advancement Officer, and Chief of Staff	Single transaction limit of \$10,000	Directors, Senior Directors, or Registrar must approve payments to their respective Managers.

Version	Date	Authors/Comments
1.0	2004 04 28	Original
2.0	2008 09 17	Revision by Finance
3.0	2008 12 05	Revision by Finance
4.0	2011 12 02	Revision by Finance re change in position titles
5.0	2015 09 23	Revision by Finance re change in position titles
6.0	2016 09 21	Revision by Finance re change in position titles and delegation amount increases
7.0	2018 11 23	Revision by Finance re change in position titles
8.0	2019 09 18	Revision by Finance to include new Chief of Staff position
9.0	2020 03 11	Revision by Finance to include new Senior Director Positions and change in Organization Structure
10.0	2021 09 08	Revision by Finance to include new positions and changes in position titles
11.0	2022 04 05	Changes to reflect NOSM University and position titles

Meeting: Transition Board of Governors

Date: April 5, 2022

Decision Requested:

Approval of the amended Signing Authorizations Policy

[Moved/Seconded]

Resolved that:

Be it resolved that the policy on Signing Authorizations be approved as amended to reflect the changes in the organization of the University.

Context and Background:

The bylaws of the Corporation provide the authority to the Board to appoint “any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents.”

The purpose of this document is to clearly distinguish those items of University business which would be considered operational and those requiring the approval of the Board of Governors.

Attachments:

Signing Authorizations Policy

Submitted by: Ray Hunt, Chief Operating Officer



Northern Ontario
School of Medicine
Ecole de médecine
du Nord de l'Ontario
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Policy

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2.0 Payment of Money

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Signing Authorizations				Class: A	
Approved By:	Board of Governors <u>Directors</u>				
Approval Date:	2021-09 222022-04-05	Effective Date:	2021-09 222022-04-05	Review Date:	2024-09 222025-04-05
Responsible Portfolio/Unit/Committee:	Administration and Operational Support, Finance				
Responsible Officer(s):	<u>Vice President, Administration and</u> Chief Operating Officer, Director of Finance				

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Employment 7

5.0 Pension Plan 7

6.0 Situations Not Covered 7

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1.0 Introduction and Purpose

The By-Laws ~~No. 8~~ of the Northern Ontario School of Medicine University sets out how the affairs of the University School are to be conducted. ~~Part VIII—The Finance section of the By-laws is By-Law~~ establishes the governance policies as they relate to the finances of the University School. ~~Specifically~~~~Specifically~~~~Part VIII~~ relating ~~es~~ to banking, investments, deposits and signing officers and the delegation of this authority to Directors, Officers, or employees to act on behalf of the Corporation in these areas.

~~Section 46—The By-laws~~ outlines the responsibilities of the Chair and Vice Chair in the execution of documents on behalf of the Corporation as well as providing authority to the Board of Governors to appoint “any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents”.

The purpose of this document is to designate clearly, which persons are authorized to sign transfers, assignments, contracts, obligations, agreements, or documents on behalf of the Northern Ontario School of Medicine University when such documents have been approved by the appropriate body or official of the University School.

Persons with delegated authority have the responsibility to exercise their authority in the manner of a prudent ~~Medical School-University~~ administrator. Depending on the nature of the agreement to be signed, this responsibility shall include an assessment of some or all of the following:

- The ability of the ~~School-University~~ to meet any financial obligations resulting from the agreement;
- The ability of the other party(ies) to meet its(their) obligations;
- Compliance with labour legislation, tax legislation, other legislative and regulatory requirements, and applicable ~~School-University~~ policies;
- Whether all approvals required by any applicable policy or practice have been obtained for the contract;
- The provisions regarding intellectual property requirements, physical, bodily injury and personal injury indemnities, and environmental liabilities; and
- Whether legal advice is needed, consult with the Vice President, Administration and Chief Operating Officer (VP Admin & COO).

Persons designated or appointed under this document shall not exercise their signing authority in circumstances where conflicts of interest exist or be seen to exist. In addition, such persons shall inform their immediate supervisor when such circumstances exist. Original signed contracts must be deposited with the VP Admin & COO or be maintained in a location approved by the VP Admin & COO.

2.0 Payment of Money

The Board ~~approves~~ the signing authorities for the Corporation relative to all cheques, drafts, and orders for the payment of money on behalf of ~~the School~~the University. The duties of the signing authorities are stated in the bank forms. In order for the ~~School~~University to establish its banking arrangements with its authorized bankers, the following are authorized:

- Treasurer ~~and~~ ~~Chair - of the~~ Finance, Audit and Risk Management Committee
- President, Vice Chancellor, Dean, President and CEO
- Vice Dean, Academic
- Vice Dean, Clinical Relations
- ~~Senior Associate Dean~~
- Vice President, Administration and Chief Operating Officer
- Director of Finance

The following limitations apply:

1. Any two of the above authorities may sign on cheques, drafts, orders, or letters of credit.
2. Any one of the above authorities, or any ~~University~~School employee designated by the Director of Finance, excepting any cashier, is authorized on behalf of the ~~University~~School to receive all paid cheques, statements and other debit vouchers charged to any account of the ~~School~~University and to execute from time to time the Bank's form of receipt thereof.
3. Any two of the above authorities may sign on an affidavit and understanding for lost cheques.

3.0 Investments

The Investment Policy approved by the Board of ~~Directors~~Governors provides the guiding principles for investments. In the management of the investment portfolio, any two of the duly authorized ~~School~~University signing officers may complete investment transactions in connection with the transfer of investments, in accordance with the ~~School's~~University's Investment Policy.

Any investment practices that fall outside the parameters of the policy must be reviewed by the VP Admin & COO and the Treasurer and ~~Chair - of the~~ Finance, Audit and Risk Management Committee ~~, Treasurer~~.

4.0 Contracts and Payments

General (includes Ancillary Services)

The following are authorized on behalf of the ~~School~~University:

1) Subject to (2) below, to enter into and to bind the ~~School~~University to the terms of contracts and agreements relating to the general operation, development, and expansion of the ~~School~~University, two signatures are required, including one of the following:

- Chair of the Board of ~~Governors~~Directors
- Vice Chair of the Board of ~~Governors~~Directors
- ~~President, Vice Chancellor, Dean, President~~ and CEO

~~Plus~~Plus, one of the following:

- ~~___~~ Vice Dean, Academic
- ~~___~~ Vice Dean, Clinical Relations
- ~~___~~ Vice Dean, Research, Innovation and International Relations
- ~~___~~ Senior Associate Dean
- ~~___~~ Vice President, Administration and Chief Operating Officer

2) Prior approval by a resolution of the Board of ~~Governors~~ Directors OR the Executive Committee of the Board will be required with respect to:

- a) any contract or agreement, including contracts for the purchase or sale of goods or services, where the obligation of the ~~School~~University or the benefit to the ~~University~~ School exceeds \$1,000,000;
- b) any contract or agreement which exposes the ~~University~~ School to an uncertain and potentially significant liability;
- c) any contract or agreement which is precedent setting or involves sensitive issues;
- d) any lease, license or other agreement for the use or occupation of ~~School~~University real property by third parties or the real property of third parties by the ~~University~~ School where the term is or may be in excess of the five years (including therein any periods of renewal or extension provided for in the lease, license, or agreement) or the annual rental or other annual payment there under exceeds \$500,000;
- e) any contract or agreement which a member of the Board of ~~Governors~~ Directors requests be brought before the Board for approval.

Provincial Ministry Funding Agreements

Multi Year Accountability Agreements and Transfer Payment Agreements related to the annual funding to the ~~University School~~ by provincial Ministries require two signatures, including one of the following:

- ~~Dean, President, Vice Chancellor, Dean~~ and CEO

~~PlusPlus~~, one of the following

- Vice Dean ~~responsible for the program, Academic~~
- ~~Associate Dean~~ responsible for the program
- ~~Senior Associate Dean~~
- ~~Vice President, Administration and~~ Chief Operating Officer
- ~~Associate Vice President, Finance and Administration~~
-

Research

1) Subject to (2) below, the following are authorized on behalf of the ~~School University~~ to enter into and bind the ~~University School~~ to the terms of contracts or agreements for the carrying out of research.

With respect to contracts or agreements where the liability of or the benefit to the ~~School University~~ will exceed \$1,000,000:

- To be signed in accordance with 2) below.

With respect to contracts or agreements where the liability of or the benefit to the ~~University School~~ will **NOT** exceed \$1,000,000, two signatures are required, including one of the following:

- Chair of the Board of ~~Governors Directors~~
- Vice Chair of the Board of ~~Governors Directors~~
- ~~Dean, President, Vice Chancellor, Dean~~ and CEO

~~PlusPlus~~, one of the following:

- ~~Vice Dean, Academic~~
- ~~Vice Dean, Clinical Relations~~
- ~~Senior Associate Dean~~
- ~~Vice President, Administration and~~ Chief Operating Officer
- ~~Vice Dean, Associate Dean, Research, Innovation and International Relations~~

With respect to contracts and agreements where the liability of or the benefit to the ~~School University~~ will NOT exceed \$50,000, any one of the following:

- ~~Vice Dean, Academic~~
- ~~Vice Dean, Clinical Relations~~
- ~~Senior Associate Dean~~

- Vice President, Administration and Chief Operating Officer
 - Associate Vice President, Finance and Administration
 - Vice Dean, Associate Dean, Research, Innovation and International Relations
 - Director of Planning and Risk
 - Director of Finance
- 2) Prior approval by a resolution of the Board of Governors Directors or Executive Committee of the Board will be required with respect to:
- a) any contract or agreement where the obligation or the benefit to the School University exceeds \$1,000,000;
 - b) any contract or agreement which exposes the University School to an uncertain or potentially significant liability;
 - c) any contract or agreement which is precedent setting or involves sensitive issues;
 - d) any contract or agreement which a member of the Board of Governors Directors requests be brought before the Board for approval.

Purchasing

The following are authorized on behalf of the School University to issue purchase orders within approved budgets and to bind the University School to the terms thereof for goods and services in general for maximum amounts as hereafter specified:

- 1) With respect to purchase order transactions above \$50,000, any two of the following:
 - ~~Dean,~~ President, Vice Chancellor, Dean and CEO
 - Vice Dean, Academic
 - Vice Dean, Clinical Relations
 - ~~Vice Dean, Research, Innovation and International Relations~~
 - ~~Senior Associate Dean~~
 - Vice President, Administration and Chief Operating Officer
 - Associate Vice President, Finance and Administration
 - Director of Planning and Risk
 - Director of Finance
- 2) Purchasing contracts up to \$50,000:
 - ~~Vice Deans,~~ Academic
 - ~~Senior Associate Dean~~
 - Vice President, Administration and Chief Operating Officer
 - Associate Vice President, Finance and Administration
 - Associate Deans
 - Director of Planning and Risk
 - Director of Finance
- 3) With respect to a single contract of up to \$25,000:

- Senior Director
 - Director
 - Registrar
 - Division Head
 - Assistant Dean members of Management Group
- 4) With respect to a single contract up to \$10,000:
- Manager members of Management Group
 - Chief Advancement Officer
 - Chief of Staff

Employment

In accordance with the By-Laws and any applicable Board-approved policies, the ~~Dean, President and CEO~~ is accountable to the Board to ensure systems and structures are in place for the effective management and control of the resources of the ~~School~~ University, including the employment, development, control, direction and discharge of all Academic Staff and other employees of the ~~School~~ University. The ~~Dean, President and CEO~~ is also accountable to the Board for effective human resources and strategic planning and identification of resource implications.

Except where limited by the Board of ~~Directors~~ Governors, the ~~Dean, President and CEO~~ may delegate specific signing authority to fulfill these responsibilities, which include but are not limited to: appointments, promotions, transfers, demotions, compensation, reclassifications, changes to positions, terminations, leaves, and professional development opportunities.

5.0 Pension Plan

The following are authorized on behalf of the ~~School~~ University:

- 1) to enter into administrative contracts and agreements relating to the general operation of the ~~University~~ School Pension Plan and to bind the ~~University~~ School to the terms thereof
- 2) to authorize payment of pension plan benefits and expenses relating to the administration of the ~~University~~ School Pension Plan

Any two of:

- Vice President, Administration and Chief Operating Officer
- Associate Vice President, Finance and Administration
- Director of Human Resources
- Director of Finance
- Treasurer and /Chair - of the Finance, Audit and Risk Management Committee

6.0 Situations Not Covered

Should a situation arise which is not specifically covered by this document, the individuals will exercise caution and require any of the following two (2) signatures:

- ~~Dean, President, Vice Chancellor, Dean~~ and CEO
- Vice Deans, ~~Academic~~
- ~~Senior Associate Dean~~
- Associate Deans
- ~~Vice President, Administration and~~ Chief Operating Officer
- ~~Associate Vice President, Finance and Administration~~
- Director of Finance
- Director Planning and Risk

7.0 Construction Contracts (CCDC Contracts)

For construction contracts (Canadian Construction Document Committee (CCDC) Contracts the following are authorized on behalf of the ~~School~~ University:

1) Subject to (2) below, to enter into and to bind the ~~University~~School to the terms of contracts, two signatures are required, including one of the following:

- Chair of the Board of ~~Governors~~Directors
- Vice Chair of the Board of ~~Governors~~Directors
- ~~Dean, President, Vice Chancellor, Dean~~ and CEO

~~Plus~~Plus, one of the

- Vice Deans, ~~Academic~~
- ~~Senior Associate Dean~~
- ~~Vice President, Administration and~~ Chief Operating Officer

2) Prior approval by a resolution of the Board of ~~Governors, Directors~~ OR the Executive Committee of the Board will be required with respect to:

- any contract or agreement where the obligation of the ~~University~~ School exceeds \$1,000,000

8.0 Student Placements

With respect to agreements relating to student placements for educational purposes, the following signatures will be required:

One of the following:

- Associate Dean, Undergraduate Medical Education
- Associate Dean, Postgraduate Medical Education
- Assistant Dean, Learner Affairs

~~PlusPlus~~, any one of the following:

- Vice Deans, ~~Academic~~
- ~~Senior Associate Dean~~
- Vice President, Administration and Chief Operating Officer
- Associate Vice President, Finance and Administration
- Director of Finance
- Director of Planning and Risk

9.0 Getting Help

Queries regarding interpretations of this document should be directed to:

[Vice President, Administration and Chief Operating Officer – \(705\) 662-7147](#)

[Director of Finance – \(807\) 766-7378](#)

Chief Operating Officer – (705) 662-7147

Director of Finance – (807) 766-7307

Version	Date	Authors/Comments
1.0	2005 12 14	Original
2.0	2008 09 17	Revision by Finance
3.0	2008 12 05	Revision by Finance
4.0	2011 12 02	Revision by Finance
5.0	2015 09 23	Revision by Finance
6.0	2016 09 21	Revision by Finance
7.0	2018 11 23	Revision by Finance re change in position titles
8.0	2019 09 18	Revision by Finance to include new Chief of Staff position
9.0	2020 03 11	Revision by Finance to include Senior Directors and reflect changes in Organization Structure

10.0	2021 09 08	Revision by Finance to include new positions and changes in position titles
<u>11.0</u>	<u>2022 04 05</u>	<u>Changes to reflect NOSM University and title changes</u>

SIGNING AUTHORIZATIONS

Version 11.0 - Updated April 5, 2022

Board of Governors/ Executive Committee	Chair of the Board of Governors	Vice Chair of the Board of Governors	President, Vice Chancellor, Dean and CEO	Vice Dean - Academic	Vice Dean, Clinical Relations	Vice President, Administration and Chief Operating Officer	Vice Dean, Research, Innovation and International Relations	Associate Deans	Management Group Assistant Deans	Associate Vice President, Finance and Administration	Director of Finance	Director Planning and Risk	Division Heads	Directors, Registrar, and Senior Directors	Director of Human Resources	Managers, Chief Advancement Officer, and Chief of Staff	Treasurer and Chair-Finance, Audit and Risk Management Committee	Assistant Dean Learner Affairs	Associate Dean Post Graduate Education	Associate Dean UME
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1 Contract and Payments

General

Contracts and agreements relating to the general operation, development and expansion of the School

>\$1,000,000	x																				
<\$1,000,000 - Two signatures required one of Plus one of		x	x	x	x	x	x	x													
Leases, licences or agreements >\$500,000	x																				
Provincial Ministry Funding Agreements Plus one of				x	x	x	x	x												x	x

Research

Contracts and agreements for carrying out research

Contract or agreement >\$1,000,000	x																				
Contract or agreement <\$1,000,000 Two signatures required one of Plus one of		x	x	x																	
Contract or agreement < \$50,000 - one signature					x	x	x	x		x	x	x									

Purchasing - Issue Purchase Orders within approved budgets

> \$50,000 - two signatures				x	x	x	x	x		x	x	x									
<\$50,000				x	x	x	x	x	x	x	x	x								x	x
<\$25,000				x	x	x	x	x	x	x	x	x	x	x	x	x				x	x
<\$10,000				x	x	x	x	x	x	x	x	x	x	x	x	x				x	x

Employment

Appointments, promotions, transfers, demotions, compensation, reclassifications, changes to positions, terminations, leaves, professional development

*Except where limited by the Board, may be delegated

				x*																	
--	--	--	--	----	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

2 Pension Plan

Enter into agreements and authorize payment of benefits and expenses - any two

							x			x					x						
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3 Construction Contracts

>\$1,000,000
* or Executive Committee of the Board
<\$1,000,000 - Two signatures required one of Plus one of

	x*																				
		x	x	x	x	x	x	x													

4 Student Placements

Agreements relating to student placements- two signatures required

One of (as applicable)																				x	x	x
Plus one of					x	x	x			x	x	x										

5 Other Situations

Situations not covered in the Signing Authorizations document

Two signatures, but only one of the Senior Associate Deans				x	x	x	x			x	x	x									
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Northern Ontario
School of Medicine
Ecole de medecine
du Nord de l'Ontario
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Policy

Signing Authorizations				Class: A	
Approved By:	Board of Governors				
Approval Date:	2022 04 05	Effective Date:	2022 04 05	Review Date:	2025 04 05
Responsible Portfolio/Unit/Committee:	Administration and Operational Support, Finance				
Responsible Officer(s):	Vice President, Administration and Chief Operating Officer, Director of Finance				

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1.0 Introduction and Purpose

The By-Laws of the Northern Ontario School of Medicine University set out how the affairs of the University are to be conducted. The Finance section of the By-laws establish the governance policies as they relate to the finances of the University. Specifically, relating to banking, investments, deposits and signing officers and the delegation of this authority to Directors, Officers, or employees to act on behalf of the Corporation in these areas.

The By-laws outline the responsibilities of the Chair and Vice Chair in the execution of documents on behalf of the Corporation as well as providing authority to the Board of Governors to appoint “any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents”.

The purpose of this document is to designate clearly, which persons are authorized to sign transfers, assignments, contracts, obligations, agreements, or documents on behalf of the Northern Ontario School of Medicine University when such documents have been approved by the appropriate body or official of the University.

Persons with delegated authority have the responsibility to exercise their authority in the manner of a prudent University administrator. Depending on the nature of the agreement to be signed, this responsibility shall include an assessment of some or all of the following:

- The ability of the University to meet any financial obligations resulting from the agreement;
- The ability of the other party(ies) to meet its(their) obligations;
- Compliance with labour legislation, tax legislation, other legislative and regulatory requirements, and applicable University policies;
- Whether all approvals required by any applicable policy or practice have been obtained for the contract;
- The provisions regarding intellectual property requirements, physical, bodily injury and personal injury indemnities, and environmental liabilities; and
- Whether legal advice is needed, consult with the Vice President, Administration and Chief Operating Officer (VP Admin & COO).

Persons designated or appointed under this document shall not exercise their signing authority in circumstances where conflicts of interest exist or be seen to exist. In addition, such persons shall inform their immediate supervisor when such circumstances exist. Original signed contracts must be deposited with the VP Admin & COO or be maintained in a location approved by the VP Admin & COO.

2.0 Payment of Money

The Board approves the signing authorities for the Corporation relative to all cheques, drafts, and orders for the payment of money on behalf of the University. The duties of the signing authorities are stated in the bank forms. In order for the University to establish its banking arrangements with its authorized bankers, the following are authorized:

- Treasurer and Chair - Finance, Audit and Risk Management Committee
- President, Vice Chancellor, Dean, and CEO
- Vice Dean, Academic
- Vice Dean, Clinical Relations
- Vice President, Administration and Chief Operating Officer
- Director of Finance

The following limitations apply:

1. Any two of the above authorities may sign on cheques, drafts, orders, or letters of credit.
2. Any one of the above authorities, or any University employee designated by the Director of Finance, excepting any cashier, is authorized on behalf of the University to receive all paid cheques, statements and other debit vouchers charged to any account of the University and to execute from time to time the Bank's form of receipt thereof.
3. Any two of the above authorities may sign on an affidavit and understanding for lost cheques.

3.0 Investments

The Investment Policy approved by the Board of Governors provides the guiding principles for investments. In the management of the investment portfolio, any two of the duly authorized University signing officers may complete investment transactions in connection with the transfer of investments, in accordance with the University's Investment Policy.

Any investment practices that fall outside the parameters of the policy must be reviewed by the VP Admin & COO and the Treasurer and Chair - Finance, Audit and Risk Management Committee.

4.0 Contracts and Payments

General (includes Ancillary Services)

The following are authorized on behalf of the University:

1) Subject to (2) below, to enter into and to bind the University to the terms of contracts and agreements relating to the general operation, development, and expansion of the University, two signatures are required, including one of the following:

- Chair of the Board of Governors
- Vice Chair of the Board of Governors
- President, Vice Chancellor, Dean and CEO

Plus, one of the following:

- Vice Dean, Academic
- Vice Dean, Clinical Relations
- Vice Dean, Research, Innovation and International Relations
- Vice President, Administration and Chief Operating Officer

2) Prior approval by a resolution of the Board of Governors OR the Executive Committee of the Board will be required with respect to:

- a) any contract or agreement, including contracts for the purchase or sale of goods or services, where the obligation of the University or the benefit to the University exceeds \$1,000,000;
- b) any contract or agreement which exposes the University to an uncertain and potentially significant liability;
- c) any contract or agreement which is precedent setting or involves sensitive issues;
- d) any lease, license or other agreement for the use or occupation of university real property by third parties or the real property of third parties by the University where the term is or may be in excess of the five years (including therein any periods of renewal or extension provided for in the lease, license, or agreement) or the annual rental or other annual payment there under exceeds \$500,000;
- e) any contract or agreement which a member of the Board of Governors requests be brought before the Board for approval.

Provincial Ministry Funding Agreements

Multi Year Accountability Agreements and Transfer Payment Agreements related to the annual funding to the University by provincial Ministries require two signatures, including one of the following:

- President, Vice Chancellor, Dean and CEO

Plus, one of the following

- Vice Dean responsible for the program
- Associate Dean responsible for the program
- Vice President, Administration and Chief Operating Officer
- Associate Vice President, Finance and Administration
-

Research

1) Subject to (2) below, the following are authorized on behalf of the University to enter into and bind the University to the terms of contracts or agreements for the carrying out of research.

With respect to contracts or agreements where the liability of or the benefit to the University will exceed \$1,000,000:

- To be signed in accordance with 2) below.

With respect to contracts or agreements where the liability of or the benefit to the University will **NOT** exceed \$1,000,000, two signatures are required, including one of the following:

- Chair of the Board of Governors
- Vice Chair of the Board of Governors
- President, Vice Chancellor, Dean and CEO

Plus, one of the following:

- Vice Dean, Academic
- Vice Dean, Clinical Relations
- Vice President, Administration and Chief Operating Officer
- Vice Dean, Research, Innovation and International Relations

With respect to contracts and agreements where the liability of or the benefit to the University will NOT exceed \$50,000, any one of the following:

- Vice Dean, Academic
- Vice Dean, Clinical Relations
- Vice President, Administration and Chief Operating Officer
- Associate Vice President, Finance and Administration
- Vice Dean, Research, Innovation and International Relations

- Director of Planning and Risk
 - Director of Finance
- 2) Prior approval by a resolution of the Board of Governors or Executive Committee of the Board will be required with respect to:
- a) any contract or agreement where the obligation or the benefit to the University exceeds \$1,000,000;
 - b) any contract or agreement which exposes the University to an uncertain or potentially significant liability;
 - c) any contract or agreement which is precedent setting or involves sensitive issues;
 - d) any contract or agreement which a member of the Board of Governors requests be brought before the Board for approval.

Purchasing

The following are authorized on behalf of the University to issue purchase orders within approved budgets and to bind the University to the terms thereof for goods and services in general for maximum amounts as hereafter specified:

- 1) With respect to purchase order transactions above \$50,000, any two of the following:
- President, Vice Chancellor, Dean and CEO
 - Vice Dean, Academic
 - Vice Dean, Clinical Relations
 - Vice Dean, Research, Innovation and International Relations
 - Vice President, Administration and Chief Operating Officer
 - Associate Vice President, Finance and Administration
 - Director of Planning and Risk
 - Director of Finance
- 2) Purchasing contracts up to \$50,000:
- Vice Deans
 - Vice President, Administration and Chief Operating Officer
 - Associate Vice President, Finance and Administration
 - Associate Deans
 - Director of Planning and Risk
 - Director of Finance
- 3) With respect to a single contract of up to \$25,000:
- Senior Director
 - Director
 - Registrar
 - Division Head
 - Assistant Dean members of Management Group

4) With respect to a single contract up to \$10,000:

- Manager members of Management Group
- Chief Advancement Officer
- Chief of Staff

Employment

In accordance with the By-Laws and any applicable Board-approved policies, the President is accountable to the Board to ensure systems and structures are in place for the effective management and control of the resources of the University, including the employment, development, control, direction and discharge of all Academic Staff and other employees of the University. The President is also accountable to the Board for effective human resources and strategic planning and identification of resource implications.

Except where limited by the Board of Governors, the President may delegate specific signing authority to fulfill these responsibilities, which include but are not limited to: appointments, promotions, transfers, demotions, compensation, reclassifications, changes to positions, terminations, leaves, and professional development opportunities.

5.0 Pension Plan

The following are authorized on behalf of the University:

- 1) to enter into administrative contracts and agreements relating to the general operation of the University Pension Plan and to bind the University to the terms thereof
- 2) to authorize payment of pension plan benefits and expenses relating to the administration of the University Pension Plan

Any two of:

- Vice President, Administration and Chief Operating Officer
- Associate Vice President, Finance and Administration
- Director of Human Resources
- Director of Finance
- Treasurer and Chair - Finance, Audit and Risk Management Committee

6.0 Situations Not Covered

Should a situation arise which is not specifically covered by this document, the individuals will exercise caution and require any of the following two (2) signatures:

- President, Vice Chancellor, Dean and CEO
- Vice Deans
- Associate Deans

- Vice President, Administration and Chief Operating Officer
- Associate Vice President, Finance and Administration
- Director of Finance
- Director Planning and Risk

7.0 Construction Contracts (CCDC Contracts)

For construction contracts (Canadian Construction Document Committee (CCDC) Contracts the following are authorized on behalf of the University:

1) Subject to (2) below, to enter into and to bind the University to the terms of contracts, two signatures are required, including one of the following:

- Chair of the Board of Governors
- Vice Chair of the Board of Governors
- President, Vice Chancellor, Dean and CEO

Plus, one of the

- Vice Deans
- Vice President, Administration and Chief Operating Officer

2) Prior approval by a resolution of the Board of Governors OR the Executive Committee of the Board will be required with respect to:

- any contract or agreement where the obligation of the University exceeds \$1,000,000

8.0 Student Placements

With respect to agreements relating to student placements for educational purposes, the following signatures will be required:

One of the following:

- Associate Dean, Undergraduate Medical Education
- Associate Dean, Postgraduate Medical Education
- Assistant Dean, Learner Affairs

Plus, any one of the following:

- Vice Deans
- Vice President, Administration and Chief Operating Officer
- Associate Vice President, Finance and Administration
- Director of Finance
- Director of Planning and Risk

9.0 Getting Help

Queries regarding interpretations of this document should be directed to:

Vice President, Administration and Chief Operating Officer – (705) 662-7147

Director of Finance – (807) 766-7378

Chief Operating Officer – (705) 662-7147

Director of Finance – (807) 766-7307

Version	Date	Authors/Comments
1.0	2005 12 14	Original
2.0	2008 09 17	Revision by Finance
3.0	2008 12 05	Revision by Finance
4.0	2011 12 02	Revision by Finance
5.0	2015 09 23	Revision by Finance
6.0	2016 09 21	Revision by Finance
7.0	2018 11 23	Revision by Finance re change in position titles
8.0	2019 09 18	Revision by Finance to include new Chief of Staff position
9.0	2020 03 11	Revision by Finance to include Senior Directors and reflect changes in Organization Structure
10.0	2021 09 08	Revision by Finance to include new positions and changes in position titles
11.0	2022 04 05	Changes to reflect NOSM University and title changes

SIGNING AUTHORIZATIONS

Version 11.0 - Updated April 5, 2022

Board of Governors/ Executive Committee	Chair of the Board of Governors	Vice Chair of the Board of Governors	President, Vice Chancellor, Dean and CEO	Vice Dean - Academic	Vice Dean, Clinical Relations	Vice President, Administration and Chief Operating Officer	Vice Dean, Research, Innovation and International Relations	Associate Deans	Management Group Assistant Deans	Associate Vice President, Finance and Administration	Director of Finance	Director Planning and Risk	Division Heads	Directors, Registrar, and Senior Directors	Director of Human Resources	Managers, Chief Advancement Officer, and Chief of Staff	Treasurer and Chair-Finance, Audit and Risk Management Committee	Assistant Dean Learner Affairs	Associate Dean Post Graduate Education	Associate Dean UME
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1 Contract and Payments

General

Contracts and agreements relating to the general operation, development and expansion of the School

>\$1,000,000	x																				
<\$1,000,000 - Two signatures required one of Plus one of		x	x	x	x	x	x	x													
Leases, licences or agreements >\$500,000	x																				
Provincial Ministry Funding Agreements Plus one of				x	x	x	x	x												x	x

Research

Contracts and agreements for carrying out research

Contract or agreement >\$1,000,000	x																				
Contract or agreement <\$1,000,000 Two signatures required one of Plus one of		x	x	x																	
Contract or agreement < \$50,000 - one signature					x	x	x	x		x	x	x									

Purchasing - Issue Purchase Orders within approved budgets

> \$50,000 - two signatures				x	x	x	x	x		x	x	x									
<\$50,000				x	x	x	x	x		x	x	x								x	x
<\$25,000				x	x	x	x	x		x	x	x	x	x	x					x	x
<\$10,000				x	x	x	x	x	x	x	x	x	x	x	x	x				x	x

Employment

Appointments, promotions, transfers, demotions, compensation, reclassifications, changes to positions, terminations, leaves, professional development

*Except where limited by the Board, may be delegated

2 Pension Plan

Enter into agreements and authorize payment of benefits and expenses - any two

							x			x	x				x			x			
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3 Construction Contracts

>\$1,000,000 * or Executive Committee of the Board <\$1,000,000 - Two signatures required one of Plus one of

	x*																				
		x	x	x	x	x	x	x													

4 Student Placements

Agreements relating to student placements- two signatures required

One of (as applicable)																				x	x	x
Plus one of					x	x	x			x	x	x										

5 Other Situations

Situations not covered in the Signing Authorizations document

Two signatures, but only one of the Senior Associate Deans				x	x	x	x			x	x	x									
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Northern Ontario School of Medicine
Transition Board of Governors

Meeting: Transition Board of Governors

Date: April 5, 2022

Decision Requested:

Approval of the attached *RBC Resolution Regarding Banking* form, for changes required for NOSM University, effective April 1, 2022

[Moved/Seconded]

Resolved that:

1. The Revised RBC Banking Resolution form be approved for NOSM University; and
2. For banking purposes, the President, Vice-Chancellor, Dean, and CEO and the Treasurer (and Chair of FARM) of the Corporation be authorized and directed to sign these resolutions and to place such resolutions in the minute book of the Corporation.

Context and Background:

This is a standard procedure when changing signing authorities as required by the Banking Act. The proposed change is due to a change in administration for the University.

Attachments:

Royal Bank of Canada - Resolution Regarding Banking

Submitted by: Ray Hunt, Chief Operating Officer



Resolution Regarding Banking

For use by Cities, Towns, Villages, Municipalities, Hospitals, Regional Health Authorities, School Districts, Divisions and Regional Divisions, Self-Governed First Nations, and Treaty Nations

SRF No.: 975658477

Legal Name: NORTHERN ONTARIO SCHOOL OF MEDICINE UNIVERSITY UNIVERSITE DE L'ECOLE DE MEDECINE DU NORD DE L'ONTARIO (the "Customer")

Address: 2ND FLOOR BALMORAL CENTRE 955 OLIVER RD THUNDER BAY ON P7B5E1

RESOLVED:

1. THAT ROYAL BANK OF CANADA ("Royal Bank") is appointed banker for the Customer.

2. THAT FOR CHEQUES: FOR THE NOAMA ACCOUNT 03966-1070085: ANY TWO(2): MARK FACCA AND ED HIRVI
~~FOR ALL OTHER ACCOUNTS: ANY TWO (2) OF: JOHN P. STENGER, SARITA VERMA, CATHERINE CERVIN, RAY HUNT, WILLIAM MCCREADY OR DANIEL BURRELL TO SIGN~~
~~FOR AGREEMENTS/CREDITS/BORROWS: ANY TWO (2) OF: JOHN P. STENGER, SARITA VERMA, CATHERINE CERVIN, RAY HUNT, WILLIAM MCCREADY OR DANIEL BURRELL TO SIGN~~

are authorized on behalf of the Customer from time to time:

- (a) to withdraw or order transfers of funds from the Customer's accounts by any means including the making, drawing, accepting, endorsing or signing of cheques, promissory notes, bills of exchange, other orders for the payment of money or other instruments or the giving of other instructions;
- (b) to sign any agreements or other documents or instruments with or in favour of Royal Bank, including agreements and contracts relating to products or services provided by Royal Bank to the Customer; and
- (c) to do, or to authorize any person or persons to do, any one or more of the following:
 - (i) to receive from Royal Bank any cash or any securities, instruments or other property of the Customer held by Royal Bank, whether for safekeeping or as security, or to give instructions to Royal Bank for the delivery or other transfer of any such cash, securities, instruments or other property to any person named in those instructions;
 - (ii) to deposit with or negotiate or transfer to Royal Bank, for the credit of the Customer, cash or any security, instrument or other property, and for those purposes to endorse (by rubber stamp or otherwise) the name of the Customer, or any other name under which the Customer carries on business, on any security or instrument;
 - (iii) to instruct Royal Bank, by any means, to debit the accounts of third parties for deposit to the credit of the Customer; and
 - (iv) to receive statements, instruments and other items (including paid cheques) and documents relating to the Customer's accounts with or any service of Royal Bank, and to settle and certify the Customer's accounts with Royal Bank.

3. That all instruments, instructions, agreements (including contracts relating to products or services provided by Royal Bank) and documents made, drawn, accepted, endorsed or signed (under the corporate seal or otherwise) as provided in this Resolution and delivered to Royal Bank by any person, shall be valid and binding on the Customer, and Royal Bank is hereby authorized to act on them and give effect to them.

Where possible, use titles only. If two or more must act together, use words showing joint action required, e.g. "the Mayor and the Treasurer jointly," or "the Mayor, the Treasurer and the Secretary or any two of them". If one of two or more may act alone, add "or any one of them."

Please do not write in this area



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4. That Royal Bank be furnished with:

(a) a copy of this Resolution; and

(b) a list of the names of the persons authorized by this Resolution to act on behalf of the Customer, and with written notice of any changes which may take place in such list from time to time, and with specimens of the signatures of all such persons;

each certified by the (1) TREASURER CHAIR - FINANCE, AUDIT AND RISK MANAGEMENT COMMITTEE
and (2) PRESIDENT, VICE CHANCELLOR, DEAN AND CEO of the Customer; and

(c) in writing, any authorization made under paragraph 2(c) of this Resolution.

5. That any document furnished to Royal Bank as provided for in paragraph 4 of this Resolution shall be binding upon the Customer until a new document repealing or replacing the previous one has been received and duly acknowledged in writing by the branch or agency of Royal Bank where the Customer has its account.

CERTIFICATE

We hereby certify that the above is a true copy of a resolution passed at a meeting of the
BOARD OF GOVERNORS of the
(Council, Board or Board of Trustees)

Customer duly convened and regularly held in accordance with the law governing the Customer on

2 0 2 2 - 0 4 - 0 1
Y Y Y Y M M D D

(SEAL)

(1)

[Signature box for John P. Stenger]

Authorized Person's Signature

Authorized Person's Name: JOHN P. STENGER

Authorized Person's Title: TREASURER, CHAIR -
FINANCE, AUDIT AND RISK
MANAGEMENT COMMITTEE

(2)

[Signature box for Sarita Verma]

Authorized Person's Signature

Authorized Person's Name: SARITA VERMA

Authorized Person's Title: PRESIDENT, VICE
CHANCELLOR, DEAN
AND CEO

Please do not write in this area

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(1) Insert "Mayor", "Chairman", etc. as the case may be.
(2) Insert "Clerk", "Secretary", "Treasurer", etc. as the case may be.