

Guidelines and Declaration of Governor Responsibilities

Approval Authority: Board of Governors

Established: 2022 09 21

Amendments: (replaced - NOSM Roles and Responsibility of the Board, Responsibilities and Expectations of the Individual Director and the Member and Non-Member Declarations.)

Category: Board

Parent Policy: Principles of Good Governance

1.0 Expectations and Attributes

Governors are collectively and individually stewards of the University. Each Governor must act in good faith with the view to the best interests of the University.

Each Governor has the obligation to ensure their actions and choices always consider the long-term impact for the university and ensure that systems are in place to meet its legal obligations.

While each Governor may be informed by concerns of their individual constituency, it is the absolute duty of a Governor to do what they can to ensure that all the constituencies in the future will also be well-served by the decisions that are taken today.

1.1 As an active participant a Governor is responsible to:

- Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board
- Exercise, in the performance of their duties, the degree of care, diligence and skill required of a corporate director pursuant to the laws of the Province of Ontario
- Be independent and impartial.
- Not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism.
- Act with honesty and integrity and conduct his or herself in a manner consistent with the maintenance of public confidence in the conduct of the Board's business.
- Offer personal perspectives and opinions on issues that are the subject of Board discussion and decision.
- Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board.
- Maintain solidarity with fellow Governors in support of a decision that has been made in good faith in a legally constituted meeting, by Governors in reasonably full possession of the fact.
- Delegate responsibility and authority to the President for the management and operation of NOSM University and require accountability and reporting
- Establish measurable annual performance expectations for the President as well as reporting requirements
- Conforms with the By-laws and policies approved by the Board, including Confidentiality and Conflict of Interest.

1.2 As part of my responsibilities as a Board Member:

- I will function as a member of the Board and not as a spokesperson for a constituency.
- I will be familiar with NOSM University's University Act, University By-Laws, Academic Plan and Strategic Plan.
- I will support the University's Vision, Mission, and Core Values.
- I will comprehend the University's Financial Statements and thus help the Board fulfill its fiduciary responsibility.
- I will recognize the distinction between matters of policy (Board responsibility) and matters of administration (President's responsibility)
- I will provide feedback through completion of annual self-assessments of the Board of Governors, and relevant Board Committees.
- I will serve on one or more Board Committees.

1.3 Preparation for meetings:

- I will prepare for meetings, seeking clarification of pending issues and any information not provided in the agenda package, to enable informed decision making.

1.4 Engagement:

- I will respect the principle of Board collegiality:
- I will participate actively and openly in discussion, being respectful of the process, fellow members, and differing points of view.
- An issue may be debated vigorously, but once a decision is made, it is owned by the entire Board.
- NOSM University provides opportunities to participate virtually or where available in person for many events, I will be an active and committed participant in the events of the University, by attending social, cultural, and other events, and attending the Convocation.

1.5 Attendance:

- I recognize that 100% attendance is expected at all meetings.
- I recognize that the minimum attendance expectation is 75% of board meetings, 75% of committee meetings.
- I will make every effort to attend the Board Retreat, Convocations and other events that require Board participation.

1.6 Fund-raising

- I will make a personal financial contribution at a level that is meaningful to me.
- I will participate in fundraising activities

1.7 Conflict of Interest

- I will be aware of the University By-laws, Section 7, Conflict of Interest as well as the Board approved [Conflict of Interest Policy](#)
- I will be alert to any possible areas of conflict of interest.

- I understand that, if I am directly or indirectly interested in any contract, transaction, or matter in which the University is concerned, I have an obligation to declare such interest.

1.8 Confidentiality

- I will be aware of the University By-laws, Section 6 Confidentiality and Communications and Section 9 Procedures for Board and Board Committee Meetings as well as any policies developed from time to time.
- I understand my legal obligation to maintain the confidentiality of all materials, reports, data, and other documentation submitted to me during the course of my duties as a Board Member, except when disclosure is authorized, or required by laws, regulations, or legal proceedings.

I understand that the obligations of this policy will survive the termination of my terms as a member of the Board of Governors of NOSM University and that my failure to keep confidential information secure could be grounds for early termination of my appointment or legal action.

2.0 RELATED POLICIES

- Confidentiality Policy and Conflict of Interest Policy
- Principles of Good Governance and Responsibility

3.0 INTERPRETATION

Questions of interpretation or application of this policy or its procedures will be referred to the University Secretary governance@nosm.ca

AUTHORITIES AND OFFICERS

The following is a list of authorities and officers for this guide:

- a. Approving Authority: Board of Governors
- b. Responsible Officer: Board Chair
- c. Procedural Authority: University Secretary
- d. Procedural Officer: University Secretary

Review and Revision History

Review Period: 3 years or as required

Date for Next Review: 2025 09 01