

Principles of Good Governance and Responsibility

Approval Authority: Board of Governors

Established: 2022 09 21

Amendments: (replaced NOSM Principles of Governance and Board Accountability)

Category: Board

Parent Policy: None

1.0 Principles of Good Governance and Responsibility

University governance must be guided by excellent principles of good governance in relation to stewardship and public accountability, and at the same time recognize the unique nature and characteristics of NOSM University including:

- the fundamental autonomy of universities, coupled with the essential responsibility for public accountability.
- the need to respect the academic mission of excellence in teaching and research.
- the importance of ensuring that academic freedom and responsibility are respected.
- the need to be seen to be accountable – through transparency – to all parties interested in and supporting the University.
- the need to intentionally address equity, diversity and inclusion through the guiding principles¹ and strategies of our mandate for social accountability. A strategy that is unique to the North, but we must also be accountable and champion the greater national recommendations²
- the desire for meaningful and objective stakeholder participation in governance.
- the diversity and broad representation of governors.

For the purposes of this document these principles apply to Governors, University Officers, and Leaders as well as non-Governors who serve on Board Committees, the term Governors will be inclusive of these terms in this document.

2.0 Governance Principles and Duties of the Individual Governor

Good governance principles begin with appropriate disclosure, transparency and clear lines of accountability between governance and administration. Aspects of this fundamental framework include membership, role, the nature of meetings, expectations and attributes, as well as identification and selection, orientation and education, and evaluation of governors.

- Governors understand and are committed to their fiduciary responsibilities for the institution, both with respect to long-term stewardship and short-term decision-making.

¹ <https://www.nosm.ca/2021/01/14/nosm-board-of-directors-endorse-schools-commitment-to-equity-diversity-and-inclusion-by-approving-guiding-principles/>

² <https://report.nosm.ca/intentionally-addressing-equity-diversity-and-inclusion/>

- All estates are engaged (for the University, this means administrative staff, alumni, government appointees, students, teaching staff). The appropriate type, level and timing of engagement will vary among these groups with respect to the matters for which governance is responsible.
- The requirements for independence, credibility and legitimacy of all members are consistently met. Legitimacy derives from the process of appointment or election; credibility derives from experience, expertise, integrity and ability. Independence must be understood in the context of the representation from all estates; the natural tension that exists in this situation requires careful monitoring and leadership.
- Terms of service are appropriate for enabling governors to be effective in executing their responsibilities.

Governance approval, oversight, and advice, where specified, cover a broad range of institutional responsibility.

3.0 Nature of Meetings

Governance responsibilities are conducted through a set of committees with clear accountability and delegated authority for advice, oversight and/or approval. The board retains responsibility to advise on, oversee and/or approve specific matters within this framework of delegated authority.

The conduct of governance meetings will balance open and confidential / closed discussion to ensure appropriate debate and respect for confidentiality. The Board rules of procedures are outlined in the Rules of Procedure at Meetings Policy and other procedural documents developed from time to time.

Members are provided with necessary and timely information to enable them to fulfill their governance responsibilities.

4.0 Identification and Selection

Members of the Board of Governors come from diverse backgrounds and bring different experiences, perspectives and skill sets to the deliberations they undertake in exercising their responsibilities as Governors of the University.

Whether members are elected or appointed, the process for identifying or nominating potential candidates from each constituency should be open and transparent, with clearly articulated and broadly communicated information on governance, expectations of members and the preferred skills and experience of members.

The NOSM University Act dictates the composition of the Board, and the applicable policies and procedures guide the nomination and selection process.

5.0 Orientation and Education

Effective governance relies on governors who are knowledgeable about their roles and responsibilities as fiduciaries and who are also knowledgeable about the institution, its history and culture, its current situation and its future plans.

Governors must also be knowledgeable about the context in which they are asked to make decisions, including, for example, the legislative and policy environment affecting postsecondary education and research, the multifaceted funding environment, and societal expectations of universities. Regular or periodic educational opportunities that build on the initial orientation are essential to ensure that members are current on a range of matters related to the execution of their responsibilities.

6.0 Evaluation

Regular evaluation of governance performance against the defined principles, and relative to general good governance standards, is necessary to ensure continuous improvement and the highest standards. In reviewing principles of governance from other organizations or sectors “best practices” need to be carefully assessed given the character and history of our institution.

7.0 RELATED DOCUMENTS

University Documents and Information

- Guidelines and Declaration of Governor Responsibilities

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 and Committee Chairs
- 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