



Northern Ontario  
School of Medicine  
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## Board Standing Committee Principles Policy

**Approved By:** Board of Directors

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

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

**Effective date:** May 10, 2013

**Supersedes:** New

**Revised:** n/a

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### Purpose

This Board policy is intended to provide a framework and foundation for the specific Terms of Reference of each of the Board Standing Committees.

#### 1. Relationship between the Board and Board Standing Committees

- i) The Board as a whole has “ownership” of the work that is done on its behalf by committees, task groups, etc.;
- ii) The Board delegates responsibility to Standing Committees, which make recommendations for approval by the Board;
- iii) There should be an alignment between Board responsibilities and Board Standing Committees, with the exception of those responsibilities which are directly fulfilled by the Board as a whole;
- iv) The Board will determine the duties of each committee. The Board will approve terms of reference and membership of the Board committees annually on the recommendation of the Governance Committee at the first regular meeting following the Annual Meeting of Members;
- v) The Board will monitor the performance of its Board committees at each regular Board meeting through a summary written report and a verbal report by the committee chair related to specific recommendations of the Board committee for approval by the Board;
- vi) The Board should have confidence that the Committee is raising key issues for Board discussion/decision. Adequate time is allotted at Board meetings for consideration of major Committee recommendations;
- vii) The terms of reference for Board committees will be reviewed annually by the respective committee, which will make recommendations to the Governance Committee for revisions as appropriate;

- viii) Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such delegation will be framed so as to not conflict with the authority delegated to the Dean-CEO;
- ix) Unless otherwise specified, Board committees may not commit or bind the Corporation to any course of action and no decision of a committee is binding on the Board until approved or ratified by the Board;
- x) Unless otherwise authorized to do so, a Board committee may not engage independent legal counsel or consulting advice without prior Board approval.

## **2. Mandate of Board Standing Committees**

- i) The number and type of committees should support the Board in fulfilling its defined responsibilities and maximizing the participation of individual Directors;
- ii) Terms of reference for Board Standing Committees including membership are defined in the Board Policy Manual, rather than the Corporate By-law. However, the Corporate By-law provides for the establishment of Board Standing Committees and refers to the Board Policy Manual;
- iii) Board Standing Committees should establish annual goals, work plans and deliverables for Board approval;
- iv) The Board, through the Governance Committee should conduct a periodic review of Board Standing and Special Committees to ensure the continuing relevance of their mandate and membership.

## **3. Membership**

- i) The responsibility for Board Standing Committee participation should be balanced among all Directors;
- ii) All Directors (including ex-officio Directors) should be expected to serve on at least one Board Standing Committee;
- iii) The majority of Standing Committee members are Directors (with the exception of Nominations and Community Relations Sub-committee)
- iv) Subject to the approval by the Board, non-Directors (community members) may be appointed to serve on designated Board Standing Committees. Non-Director members will be expected to comply with the relevant Responsibilities and Expectations of Individual Directors
- v) Board Standing Committee Terms of Reference should specify a defined number of members including both elected and ex-officio Directors and additional non-Director (community) members as appropriate;

- vi) The Chair and members of Board Standing Committees are appointed annually by the Board on the recommendation of the Governance Committee, following a canvass of Directors for their interests and preferences;
- vii) While Board Standing Committee Chairs and members are appointed annually by the Board, they may be re-appointed for an additional term
- viii) In order to ensure that Directors have wide exposure to the responsibilities of the Board, with the exception of learners, Directors are encouraged to serve on more than one Standing Committee during their service on the Board.
- ix) NOSM management and staff (with the exception of ex-officio Directors who are specifically identified as committee members), are resources to the Board Standing Committees;
- x) All members of Board Standing Committees will be considered voting members, unless otherwise designated;
- xi) Each Board Standing Committee will be supported by appropriate professional and administrative staff resources.