

Governance Guidelines: Fostering Effective Board Operations and Communications

Approval Authority: Board of Governors

Established: 2024 02 21

Amendments: 2024

Category: Board

This document complements the "Principles of Good Governance and Responsibility" and the "Guidelines and Declaration of Governor Responsibilities," offering essential guidelines for the NOSM University Board of Governors. Covering guest speakers, meeting attendance, communication protocols, agenda management and executive committee functions, it aims to streamline operations. It outlines procedures for inviting and managing guest speakers, communication protocols between Board members and university staff, defines the official spokesperson role, executive committee operations, and scheduling guidelines for events and meetings. This comprehensive guide serves as a blueprint for effective governance practices within the Board.

GUESTS, SPEAKERS and ATTENDANCE AT MEETINGS

Guests and/or Speakers from outside the University will be invited by the Chair to speak to the Board. Guest speakers may also be invited to participate in other Board events as determined by the Chair of the Board or other Governors. Guest speakers on topics and items on the agenda once confirmed as part of the agenda are invited to attend. All guest speakers will be formally invited by the University Secretary or designate on behalf of the Chair of the Board. Non-member attendees, such as guests or observers are considered spectators only. Non-member attendees may not vote and may not speak other than at the invitation of the Chair.

To attend open sessions, other than by invitation, requests shall be made to governance@nosm.ca. All individuals in attendance at any Board meeting shall observe rules of decorum, and the Chair may require any individual to leave any meeting if, in the discretion of the Chair or a majority of the members, such individual acts contrary to good order and decorum.

Those in attendance shall not be permitted to use cameras or other electronic recording equipment or broadcast proceedings of the Board unless permission is granted by the Chair or a majority vote of the

Board and subject to such conditions as the Board may impose. Board and Committee meetings may be recorded by the University Secretary for minute taking purposes.

REQUEST TO ADDRESS THE BOARD

Non-member attendees, individuals or groups who wish to address the Board must submit a request in writing to the University Secretary and it must indicate the subject matter and will be considered in accordance with the terms outlined below:

- Written communications on matters before Boards and committees will be distributed by the University Secretary to the respective Chair, President, and/or Committee if received more than seven working days before the meeting.
- Requests from individuals to address the Board of Governors or committees on specific agenda items may be granted by the appropriate Chair, considering factors such as relevance, availability of information, agenda length, and the maintenance of good relations.
- Requests from groups (e.g. NOSM Student Council, OPSEU Unit # 1 & 2 or external groups) to address the Board of Governors or its committee may be granted by the appropriate Chair, considering factors such as relevance, availability of information, agenda length, and the maintenance of good relations.
- Requests at meetings or received less than seven working days before the meeting will be considered and addressed by the Board Chair, in consultation with the appropriate individuals.
- Requests to address the Board or its committee on matters not on the agenda will be handled by the appropriate Chairs. The Board shall consider the content of the information presented in advance and may: provide the response/ decision immediately, table the item pending the receipt of further information or reserve its decision to a later date.

All individuals, groups, guests and/or observers including speakers are expected to respect the rulings of the Chair. In the event of a breach of these rules or a disturbance, the Chair may eject individuals from the meeting and/or adjourn the meeting.

The Board is not obligated to take any action on the presentation it receives. Any deviation from these guidelines is at the discretion of the Chair in consultation with the President as required.

COMMUNICATIONS BETWEEN THE BOARD MEMBERS AND EMPLOYEES OF NOSM University

Any communication between Board members and employees of the University related to business, operations or volunteer opportunities should not be done without the knowledge of the Chair/Vice Chair

of the Board and the University Secretary. All requests must be formally sent by the University Secretary on behalf of the Chair of the Board or on behalf of the body that would like to engage with the Board i.e. Invitation to participate on a committee, review, attend an event or speak at an event.

OFFICIAL SPOKESPERSON

The Chair is the official spokesperson for the Board of Governors as per the Bylaws. All communication requests are to be vetted through the University Secretary for the Chair and President as it relates to Governance matters. In the event the Chair is unavailable, the Vice-Chair may serve as spokesperson in consultation with the President and/or the University Secretary. The President is the official spokesperson for the University.

AGENDA MANAGEMENT AND TIMELY DISTRIBUTION OF MATERIALS

A cornerstone of efficient governance lies in facilitating the seamless flow of business and promoting informed decision-making, the timely receipt of agenda items is of utmost importance. Board members are expected to receive comprehensive agendas and materials well before scheduled meetings (no later than one week before a meeting). The collaborative efforts of the University Secretary, working in conjunction with the President and Board Chair and Administration, ensure the diligent drafting and timely distribution of agendas and materials. This proactive approach affords board members the opportunity to thoroughly review materials, engage in necessary research, and arrive prepared for insightful discussions. By steadfastly adhering to this practice, we uphold the principles of transparency, collaboration, and effective governance. This commitment fosters an environment wherein the Board can deliberate on matters with a well-informed perspective. Additionally, the University Secretary, in consultation with the President and Board Chair and Committee Chairs, oversees the development of agendas, designating items as open or closed session business. The final determination on the designation of items is made by the Board Executive Committee, ensuring a strategic and informed approach before the agenda is distributed.

EVENTS, MEETINGS & SPECIAL INITIATIVES

Any communication about invitations for Governors to NOSM U events and/or initiatives or email requests should be directed to the Board Chair in care of the University Secretary before the request.

Sufficient information regarding the event or request should be included in the request including the expectations to appear as a university community member or as a Governor in their official capacity.

Review and Revision History

Review Period: 3 years or as required

Date for Next Review: 2026 01 01