

Principles of Good Governance and Responsibility Policy

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1.0 Principles

NOAMA's governance should be guided by principles of good governance, ensuring alignment with AFP deliverables while respecting the distinct academic environment of NOSM University.. Key principles include:

- **Autonomy and Accountability:** Balancing member autonomy with public accountability.
- **Academic Mission:** Respecting excellence in scholarly activities.
- **Transparency:** Being accountable and transparent to all stakeholders.
- **Stakeholder Participation:** Encouraging meaningful and objective participation in governance.
- **Diversity:** Ensuring broad representation of directors.

These principles apply to the NOAMA Board and its related governance structures.

2.0 Responsibility and Duties of Directors

Good governance requires:

- **Disclosure and Transparency:** Clear accountability between governance and administration.
- **Fiduciary Responsibilities:** Directors must understand and commit to their fiduciary duties.
- **Engagement:** Ensuring NOAMA AFP members are represented in governance to support NOSM U's academic mandate
- **Independence and Credibility:** Directors must demonstrate independence by acting in the best interests of NOAMA, free from conflicts of interest or undue influence. They must meet credibility requirements by possessing relevant expertise, professional experience, and a track record of ethical decision-making. Eligibility criteria may include adherence to fiduciary responsibilities, compliance with governance policies, and maintaining good standing within their respective professions

3.0 Nature of Meetings

Governance is conducted through committees with clear accountability and delegated authority. Meetings include both open and confidential discussions to facilitate informed debate while maintaining necessary discretion. Members receive timely information to fulfill their responsibilities.

4.0 Orientation and Education

Effective governance relies on knowledgeable directors. Regular evaluations of governance performance, based on defined principles and best practices, support continuous improvement and uphold high standards.

5.0 Evaluation

Regular evaluation of governance performance against defined principles and general good governance standards ensures continuous improvement and high standards.

6.0 Removal from Office

Directors may be removed from office if they fail to fulfill their duties or meet eligibility criteria as follows:

- **Member Resolution for Removal:** Members may pass a resolution to remove a director at a duly called members' meeting, requiring a majority vote (e.g., 50% + 1) of votes cast by members present. Alternatively, a unanimous written resolution may be passed outside of a meeting to remove the director.
- **Loss of Eligibility:** If a director no longer qualifies for board service due to changes in status or criteria required for membership, they may be removed under this policy or other governing documents.
- **Resignation:** A director may submit a written resignation or be deemed to have resigned if they fail to meet attendance or participation requirements in accordance with established standards.

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