

## **NOAMA GOVERNANCE COMMITTEE**

### **Terms of Reference**

#### **OBJECTIVE**

NOAMA will establish a Governance Committee to review and recommend any enhancements to the association's governance structure. The primary aim is to ensure effective governance and compliance within the organization.

#### **RESPONSIBILITIES**

1. Recommendations
  - a. Bring forward recommendations on governance matters.
  - b. Evaluate the feasibility, impact, and alignment with organizational objectives.
2. Oversight of Implementation
  - a. Develop strategies for the implementation of approved recommendations.
  - b. Monitor progress and ensure timely execution of changes.
3. Reporting
  - a. Provide updates to the board on the status of recommended changes and their implementation.
  - b. Present reports during board meetings, highlighting key findings and progress made.
4. Policy Development
  - a. Collaborate with signatories to develop and update governance policies as needed.
  - b. Ensure policies are in accordance with legal requirements and best practices.
5. Risk Management
  - a. Identify potential governance risks and develop mitigation plans.
  - b. Ensure adherence to regulatory standards and ethical practices.
6. Accountability
  - a. Hold signatories accountable for their respective roles in governance-related matters.
  - b. Establish mechanisms for transparent reporting and accountability.
7. Continuous Improvement
  - a. Continuously assess and enhance governance practices based on feedback and emerging trends.
  - b. Recommend improvements to the board for consideration.

## **AUTHORITY**

The Governance Committee is empowered to:

1. Access relevant resources and information necessary for fulfilling its responsibilities.
2. Consult with external experts or legal counsel as deemed necessary.
3. Make recommendations to the board regarding governance-related decisions.

## **MEMBERSHIP**

1. Membership of the working group shall include the following:
  - a. At least one Physician Clinical Teachers' Association (PCTA) appointee
  - b. One NOAMA Board appointee
  - c. One NOSM U appointee
  - d. One Hospital appointee

Appointees with experience in corporate governance are encouraged as their insights, skills, and knowledge are an asset to the committee.

The NOAMA Executive Director will play an active part, not only with facilitation, but as an active non-voting member in forming committee recommendations.

### *Chair Term*

1. The Chair of the Committee shall be selected from among the committee members.
2. The Chair will serve a one-year term, commencing from the date of appointment.
3. At the end of the one-year term, the Chair is eligible for reappointment, subject to the committee's approval.
4. The Chair is responsible for leading committee meetings, setting agendas in collaboration with members, and ensuring that the committee fulfills its responsibilities as outlined in this Terms of Reference.

## **MEETING SCHEDULE**

Meetings will be scheduled at the call of the Chair and will be held virtually.

## **CONFIDENTIALITY**

Committee members shall maintain strict confidentiality regarding sensitive information discussed during meetings.

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<b>Version</b>	<b>Date</b>	<b>Authors/Comments</b>
1.0	2024.02.27	Original ToR
2.0	2024.12.17	Added Chair Language