

Principles of Good Governance and Responsibility Policy

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1.0 Principles of Good Governance and Responsibility

NOAMA governance should be guided by principles of good governance, focusing on the AFP deliverables, while recognizing the unique nature academia at 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 governors.

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

2.0 Governance Principles and Duties of Board Members

Good governance requires:

- **Disclosure and Transparency:** Clear accountability between governance and administration.
- **Fiduciary Responsibilities:** Board members must understand and commit to their fiduciary duties.
- **Engagement:** Involving representation of NOAMA AFP members to meet the academic mandate of NOSM U
- **Independence and Credibility:** Ensuring members meet requirements for independence, credibility, and legitimacy.

3.0 Nature of Meetings

Governance is conducted through committees with clear accountability and delegated authority. Meetings balance open and confidential discussions to ensure appropriate debate and confidentiality. Members receive timely information to fulfill their responsibilities.

4.0 Orientation and Education

Effective governance relies on knowledgeable governors. Regular educational opportunities ensure members are current on matters related to their responsibilities.

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

Board members 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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