

## BOARD MANUAL

<b>SUBJECT: Removal of a Director or Committee Member</b>	<b>NO.: 2-D-45</b>
<b>SECTION: Board Process</b>	
<b>APPROVED BY: Board of Directors</b>	<b>DATE: June 28, 2023</b>

### Policy

It may be necessary to remove a Director or non-director committee member.

Reasons for removing a Director or non-director committee member may relate to any of the following:

- Failure to abide by the policies and procedures of the Board, including but not limited to:
  - Breach of confidentiality;
  - Failure to act in the best interest of the organization;
  - Failure to meet obligatory procedures in the disclosure of conflict of interest;
  - Failure to fulfill the fiduciary duties of a Director for the Corporation;
  - Failure to fulfill the responsibilities of a Director outlined in 2-A-30 or of a non-director committee member outlined in 2-A-32;
  - Failure to comply with the Attendance policy (2-A-38) for meetings (Directors only); and
- Inappropriate conduct or inappropriate contribution to discussion and/or decision making at the Board or committee.

A situation involving the potential removal of a member will be referred to the Governance Committee. The Governance Committee is responsible for reviewing and when warranted, recommending to the Board the removal of a Director or non-director committee member. All members will be treated fairly and with respect.

The Attendance policy sets out the procedure for removal of a non-director committee member for failure to comply with the Attendance policy (2-A-38).

### Procedure

1. Any individual that is aware of a situation that may necessitate the removal of a Director or non-director committee member (referred hereafter as “person in question”) should advise the Board Chair, Chair of the Governance Committee or the President & CEO. The Board Chair shall be informed.
2. The Governance Committee will convene to consider the issues associated with the

person in question. If the person in question is a member of the Governance Committee, the person in question will not participate in the process and will be excluded from the Governance Committee meeting when this matter is discussed.

3. The Governance Committee will review the situation in an appropriate, confidential and expeditious manner.
4. Based on the review conducted, the Governance Committee may recommend to the Board:
  - (a) The matter is dismissed and no action is needed.
  - (b) The matter appears to require the removal of the person in question
  - (c) The matter may be resolved through the implementation of a remediation plan.
5. If the matter appears to require the removal of the person in question, the following steps will be undertaken:
  - (a) A report and recommendation will be provided to the Board and to the person in question.
  - (b) The person in question will be invited to speak to the report and recommendation at a meeting of the Board and answer questions from the members.
  - (c) The person in question will be excused for the deliberations.
  - (d) The person in question will be informed of the Board's decision, in the case where the person in question is a non-director committee member or recommendation, in the case where the person in question is a Director.
  - (e) A special meeting of the members of the Corporation will be convened in accordance with the By-law and the Act to deliberate upon the recommendation of the Board when the person in question is a Director.
6. If the matter may be resolved through implementation of a remediation plan, the following steps are undertaken:
  - (a) The Governance Committee will develop, in consultation with the person in question, a remediation plan acceptable to both parties.
  - (b) The remediation plan will address the reasonable timetable and criteria for assessing whether the concerns have been addressed.
  - (c) The Governance Committee will monitor the progress of the remediation plan.
  - (d) If the remediation plan is addressed to the satisfaction of the Governance Committee, the matter will be considered closed and the Board will be informed.
  - (e) If the remediation plan is not addressed to the satisfaction of the Governance Committee, the steps outlined in #5 above will be followed.

<b>DEVELOPED: November 19, 2012</b>		<b>REVISED/REVIEWED:</b>
November 28, 2012	February 26, 2014	May 24, 2017
July 28, 2020	Click or tap to enter a date.	Click or tap to enter a date.
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