**Governance Policies**

**#.# Removing Board Directors**

**Principles**

Board directors need to work effectively as a team and differences of opinion are a common factor. Although at times these differences can be challenging, they are generally not considered a reason to remove a director.

**Policy**

1. When directors may not fulfill their duties or may demonstrate unethical or illegal behaviour that may lead to dismissal. This is a decision that involves the whole board. Removal should be the last resort.
2. Steps prior to this such as identifying the issues, seeking correction in behaviour should be first steps.
3. It is the chair's responsibility to address issues as they arise and to carry out the procedures required.
4. Issues such as absenteeism and lack of involvement can be dealt using an approach that multiphase.
5. Behaviour that is illegal and/or unethical may not warrant another opportunity to correct and may result in immediate removal from the board.

**Procedures for Removing Difficult Directors of the Board:**

1. Phase One: Prevention – recommending attention to recruitment and up to date bylaws and policies. Policies covering conflict of interest, board absenteeism, guidelines such as code of conduct/ethics and director job descriptions are helpful to refer to and guide the expectation.
2. Phase Two – Communication – recommending the chair speak with the director to discuss the concern, consequences and changes required to correct the issue.
3. Phase Three – Asking the director to resign if the required changes did not occur.
4. Phase Four- The members may remove a director before the expiration of such director’s term of office by Special Resolution and may elect a replacement director by Ordinary Resolution to serve for the balance of the removed director’s term as found in section 5.14 of the Society Act Bylaws of NAME Division
5. Final Phase – written letter informing them of Removal by Special Resolution

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