

**GOVERNANCE POLICY: Removal of a Board Member**

<b>REFERENCE NUMBER:</b>	GP-001
<b>APPROVAL DATE:</b>	<i>Original:</i> June 23, 2004 (Policy 1-102I)
<b>REVISION DATE(S):</b>	June 22, 2011 (Policy 1-102I); June 28, 2017
<b>EFFECTIVE DATE:</b>	Current
<b>SCHEDULED REVIEW DATE:</b>	2022

1. Section 7 of By-law 1-102 provides that:

The Board may remove any Board Member, other than the President or those External Members appointed by the Lieutenant Governor, before the expiration of his term by Resolution of the Board pursuant to the provisions of the Governance Policy, *Removal of Board Members*.

**2. Grounds for Removal**

A Governor may be removed from the Board by Resolution before the expiration of his term if the Governor has:

- (a) neglected or refused to participate on Board committees and/or contribute to effective discussion and decision making at the Board
- (b) has knowingly failed to comply with applicable legislation or the By-laws or Policies of College including, without limitation, conflict of interest provisions
- (c) failed to observe and perform fiduciary duty to act with honesty, in good faith and in the best interests of the College
- (d) has failed to maintain the confidentiality of any and all information, discussions or proceedings at *in-camera* (closed session) meetings of the Board or any committees of the Board;
- (e) has failed to maintain the requirements of the Board Procedure, *Board and Committee Meeting Attendance*; or
- (f) demonstrated conduct unbecoming of a Board Member including but not limited to activities that are illegal, are in breach of established Board policies, constitute or demonstrate harassment, violence or discrimination, or misconduct which, in the opinion of the Board, would adversely affect the image and/or operations of the Board or of the College if the Member were to continue

An External Member becomes disqualified under s. 4 (3) of O.Reg. 34/03 which precludes a person appointed to a board from being an employee or student of the College. Should an External Member become disqualified under this provision, the seat will automatically become vacant without need of a Resolution.

An Internal Member becomes disqualified under s. 7 (4) of O.Reg. 34/02 when the person ceases temporarily or permanently to be an academic staff member, administrative staff member or support staff member, as the case may be. Should an Internal Member become disqualified under this provision, the seat will automatically become vacant without need of a Resolution and a new member selected in accordance with the Election Policy.

A student who graduates prior to the expiration of their term may remain a member of the Board until August 31 in the year of his graduation.

### **3. Alternatives to Removal of a Governor**

3.1 If any of the events of Section 2 have occurred, the Board shall, as an alternative to removing a Member, have the option of imposing any one or a combination of the following sanctions:

- (a) issue an oral reprimand;
- (b) issue a written reprimand;
- (c) suspend the Governor for a period or term set by the Board;
- (d) request the Governor resign.

### **4. Procedure for Removal**

4.1 The Chair or the Vice-Chair shall discuss the matter with the Governor to explain why the removal is being considered and to seek a satisfactory explanation of or solution to the alleged grounds for removal.

4.2 If discussions do not result in a satisfactory explanation or solution, the matter is to be brought to the Board at a special in-camera meeting of the Board called by the Chair or a Vice-Chair and the President for this purpose.

4.3 The notice for the in-camera meeting is to specify the intention to pass a Resolution removing the Governor and the grounds for removal.

4.4 The Governor shall be given an opportunity to respond to the grounds for removal by addressing the Board at the special in-camera meeting, but shall not be present during discussion and shall have no right to vote on any Resolution.

4.5 The Board will determine by Resolution passed by at least two-thirds of the votes cast whether the Governor shall be removed before the expiration of the Governor's term. The option of a secret ballot is available to the Board.

4.6 The Governor shall be clearly notified in writing by the Chair of the Board and the President of the final consideration and decision of the Board, the attestation that the removal process was carried out in accordance with this procedure.

4.7 In the event any governor perceives that another governor has engaged in conduct warranting their removal from the Board under this section, they shall bring the matter to the attention of the Chair of the Board, or if the Chair's conduct is in question, to the Vice-Chair of the Board. The Chair or Vice-Chair will follow the procedure outlined above. Misuse of this provision by a governor is considered conduct unbecoming of a governor defined above and may result in the removal of the offending governor.

### **5. Review Procedure**

5.1 A member who is removed from the Board in accordance with the procedure outlined above may, within 10 days of the decision by the Board to remove the Governor, apply to the Executive Committee to request review of the decision to remove the affected member. The Executive Committee's review shall be limited to determining whether the reasons for removal and the procedure followed were in accordance with the process outlined, not whether the decision of the Board to remove the member was correct.

- 5.2 At the time the review is requested, the Governor shall submit a written statement setting out the reasons he believes the reasons for removal or the procedures were not followed.
- 5.3 Upon completion of the review, the Executive Committee shall issue a written report to the Board and the Governor who has been removed; the Board shall render its decision within thirty (30) days of receipt of the request for review.
- 5.4 The decision of the Board is final and binding.
- 6. Removal of External Members Appointed by the Lieutenant Governor**
- 6.1 With respect to any member of the Board appointed by the Lieutenant Governor in Council, if the Board believes that there exist reasons justifying the removal of the member from the Board, the Board may set those reasons out in a report to the Minister for referral to the Lieutenant Governor in Council.

#### History of Amendments/Reviews:

Section(s)	Date	Comments
Added to By-law 1-102 as Section 8	2004	Required pursuant to O.Reg. 34/03 (Resolution BoG June23-2004)
Review of By-law 1-102	June 2011	Reviewed (Resolution BoG June22, 2011 #4)
All Board policies and procedures were included in the overall review of By-law 1-102; this section was removed from the By-law and established as policy	April-May 2017	• Board approved (Resolution BoG June28-2017 #3)