


Policy Name:	DEPARTURE OR REMOVAL OF A BOARD DIRECTOR		
Policy Number:	GOV-223		
 West Elgin Community Health Centre	Creation Date: January 2021	Reviewed Date: May 2021	Approved by: Board of Directors

PURPOSE

The purpose of this policy is to define and describe the process whereby a Board Director of the West Elgin Community Health Centre (the “Centre”) Board of Directors (the “Board”) may resign or may be removed from their office.

Scope

This policy applies to all Directors of the Board.

Policy Statement

To fulfill its role the Board is responsible for establishing and following processes and actions that allow for the resignation or removal of a Board Director.

Departure/Resignation from Office

A Director may only resign their office by delivering their written resignation to the Board Chair outlining the effective date and, if possible, the reason the Director is resigning. Such resignation will be effective at the time the resignation is received by the Board Chair or at the time specified in the resignation whichever is later. The Board Chair may receive the resignation in written, oral or electronic form at their discretion.

The Board Chair will confirm the resignation in writing and advise the Board of the resignation. If needed, recruitment efforts for a replacement will be started.

If a Director is absent, without notice and without just cause, for three (3) consecutive meetings of the Board, then, at the discretion of majority of the Board of Directors, that person will be deemed to have resigned from the Board at a date identified by the majority of the Board.

Progressive Discipline

Board Directors who do not fulfill their duties satisfactorily may be subject to progressive discipline, including temporary suspension of voting rights, at the discretion of the Board.

Initial confidential discussions will be between the Board Chair and the Director. Discussions at the Board meeting will be In Camera. The Board Chair will ensure that written documentation of the process, discussion and, if applicable, discipline is included on the Director’s file.

Removal of a Director

As per the Centre’s Bylaws, in the event that a Director ceases to be a General Member, becomes bankrupt, becomes mentally incapacitated or dies during his or her term of office, he or she will immediately cease to be a Director.

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The Board may remove any Director. All proceedings will be documented and all materials will be considered to be confidential. All proceedings will be In Camera.

A Director whose conduct inhibits the functioning of the Board or the Centre may be removed from office before the expiration of their term by a vote of special majority (two-thirds (2/3) vote) of the quorum on a motion at a Special Board Meeting provided that notice of such motion and meeting has been given.

Notice of a motion to remove a Director will be in writing and will be signed by at least two (2) Directors and forwarded to the Chair at least fifteen (15) days prior to the Board meeting at which the issue is to be raised. If the circumstances are such that the decision must be made immediately the Board may waive the 15 day period. .

A Director is entitled to give the Board a statement giving reasons for opposing their removal as a Director before a meeting that has been called for the purpose of removing them. All Board Directors will be provided with a copy of the statement.

In the event that the concern pertains to the Board Chair, the issue will be referred to the Board Vice-Chair to take appropriate action in accordance with this policy.

Conduct which could lead to removal includes but is not limited to:

- Failing to comply with a Board Policy or failing to fulfill the duties of a Director.
- Knowingly disclosing confidential information from Board meetings or provided to a Director that relates to the Centre's business or relations; or using such information to advance personal, financial, or other interests.
- Engaging in a course of comment or conduct with members of the Centre's community (including, but not limited to employees, fellow Directors, persons the Centre serve and their families) that is known or ought reasonably to be known to be unwelcome.
- Engaging in activities that have an adverse impact on the Centre's relations or public profile.
- Attempting to unduly influence operational decisions or actions to advance personal, financial, or other interests.
- Speaking or making representations on behalf of the Board unless authorized by the Board Chair or the Board.
- Making public judgments of the Executive Director or any other staff member's performance.

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When a motion has been passed to remove the Director from the Board, the Board must decide if the circumstances warrant passing a motion to expel or suspend the individual's membership in the Centre.

As per the Centre's Bylaw, any Director who has been removed from office will be ineligible to stand for nomination or be appointed as a Director for the two years immediately following such removal.