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CATEGORY: Part V-B – Governance Process

SUBJECT: **REMOVAL OF A DIRECTOR**

Under extreme circumstances and in highly unusual situations it may become necessary to remove an elected Director from the Board of Directors (Board).

Reasons for removing an elected Director may relate to any of the following:

1. Failure to comply with the *Public Hospitals Act* and/or the *Corporations Act*;
2. Breach of confidentiality, for all matters dealt with in camera or issues not discussed at a public meeting;
3. Failure to meet obligatory procedures for the disclosure of conflict of interest;
4. Failure to fulfill the fiduciary duties of a Director for the corporation;
5. Failure to comply with the attendance policy for Directors' meetings;
6. Inappropriate or lack of participation and contribution to effective discussion and Board decision making; and/or
7. Failure to comply with any other requirements articulated in HSN's Administrative By-Laws, rules, regulations, policies and/or procedures.

The Governance and Nominating Committee is responsible for recommending to the Board the removal of an elected Director based on the foregoing reasons.

If the Governance and Nominating Committee recommends the removal of a Director who is an *ex officio* member of the Board, the Board Chair may discuss the Governance and Nominating Committee's recommendation with the organization with which the *ex officio* member is affiliated, and such organization may be requested to remove the member and appoint a new *ex officio member* to the Board.

Method

Prior to making a recommendation to the Board, the Governance and Nominating Committee will follow the following procedure:

1. Directors will be treated fairly and with respect;

2. The Director in question will be given proper notification of the applicable reason for removal;
3. The Director will be given the opportunity to respond (for example, attendance can improve, conflict of interest can be examined and questions of conduct can be reviewed);
4. If the Director does not respond, or provides a response that is not satisfactory to the Governance and Nominating Committee, the Committee will bring forward its recommendation to the Board;
5. If the Governance and Nominating Committee recommends the removal of the Director in question, a general meeting of the Corporation of which notice specifying the intention to pass such a motion has been given will be called; and
6. The Director should be clearly notified of the final consideration and action of the Board/members of the Corporation.

References

Public Hospitals Act

Corporations Act

HSN Administrative By-Laws

OHA Guide to Good Governance