



## **Removal of a Director**

1. Under extreme circumstances and in highly unusual situations it may become necessary to remove a member from the board of directors, an office or other position.
2. Reasons for removing a board member may relate to any of the following:
  - Breach of confidentiality, for all matters dealt with in camera or issues not discussed at the public meeting;
  - 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 comply with the attendance policy for directors' meetings; and
  - Inappropriate or consistent lack of participation and contribution to effective discussion and board decision-making.
3. The Executive Committee is responsible for recommending the removal of a member to the board of directors based on the foregoing reasons. Prior to making a recommendation to the board, the Executive Committee will follow the following procedures:
  - Members will be treated fairly and with respect;
  - The member in question will be given proper notification of the applicable reason for removal;
  - The member 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); and
  - The member should be clearly notified of the final consideration and action of the board.
4. The board may at a special meeting of the board duly called for that purpose, by an affirmative vote of two-thirds of the directors present at such meeting, remove a director from the board or from an office before the expiration of his/her term.