



	<b>Policy/Procedure Name:</b>	<b>Resignation and/or Removal of a Director</b>
<b>Manual:</b> Governance	<b>Number:</b>	
<b>Section:</b> Board Effectiveness	<b>Effective Date:</b>	09 MAR 2017
<b>Pages:</b> 1 of 2	<b>Revision Date:</b>	11 MAR 2022

**Scope**

The policy pertains to all Muskoka Algonquin Healthcare (MAHC) Board Directors.

**Policy**

This policy outlines the process for the resignation and/or removal of a Director.

**Resignation**

A Director may resign their office by delivering their written resignation to the Secretary. The resignation shall be effective at the time it is received by the Secretary, or at the time specified in the resignation, whichever is later.

**Removal of a Director**

Under extreme and highly unusual circumstances it may become necessary to remove an Elected Director from the Board. In accordance with section 4.5 of the Corporate By-law, the Board may, by simple majority resolution, remove any Elected Director before the expiry of the Director’s term of office or call a special Member’s meeting for the same purpose.

Reasons for removing a Director 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 fulfill the fiduciary duties of a Director;
- failure to comply with the attendance policy for Directors’ meetings;
- failure to comply with applicable law, the Corporation’s Articles, By-laws, Board-approved rules and policies, and all other policies of the Corporation applicable to Directors from time to time;
- illegal, unethical, or inappropriate activities which may damage the Corporation’s reputation; or
- inappropriate or lack of participation and contribution to effective discussion and Board decision making.

The Chair or Vice Chair(s) is responsible for recommending the removal of a Director to the Board based on the foregoing reasons. Prior to making a recommendation to the Board, the Chair or Vice Chair(s) will follow the following procedures:

- Directors will be treated fairly and with respect.

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- The Director in question will be given proper notification of the applicable reason for removal.
- 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).
- If the Director’s behavior or performance does not improve, notice will be provided to the Director in writing of the intent to move forward with a recommendation to remove the Director, and notice of the applicable reason(s) for removal.
- The Director will be provided the opportunity to address the Board at the meeting where the recommendation is being considered.
- The Director will then be excused from the meeting to allow the Board to deliberate.
- The Director should be clearly notified of the final consideration and action of the Board.

In situations deemed egregious by the Chair or Vice Chair(s), a recommendation will be made to the Board for immediate removal of a Director. The Director will be provided with notice of the Board’s decision and the applicable reason(s) for removal.

**Post-Service**

Upon retirement, resignation, vacation of office, or removal of a Director, a Director must:

- securely destroy or return all confidential material relating to the Corporation;
- return any manuals or other material that may be re-used for another Director; and
- return any equipment owned by the Corporation in the Director’s possession.

The Secretary will be responsible for ensuring that all such equipment and materials are returned.

**Cross Reference**

MAHC Corporate By-Law

**Notes**

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