

Policy/Procedure Name:	Resignation and/or Removal of a Director
Number:	
Effective Date:	09 MAR 2017
Revision Date:	14 MAR 2024

Manual:	Governance
Section:	Board Effectiveness
Pages:	1 of 3

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 3.6 of the Corporate By-law, the Members may remove any Elected Director before the expiry of that Director’s term of office, and may elect any qualified individual as a Director to fill the vacancy for the remainder of the vacated term. The Board may call a special Members’ meeting for this purpose.¹ .

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.

¹ Under ONCA, only the Members have the authority to remove an Elected Director from office. See section 3.6 of the ONCA. If the Board does not have the authority to remove a Director, the Board may call a special meeting of the Members to remove the Director.

Last Reviewed Date: 04/05/2024 00:00:00	Signing Authority: Board of Directors
Next Review Date: 04/05/2027 00:00:00	Version: 4.0
Disclaimer Message: A printed copy of this document may not reflect the current, electronic version in the MAHC Document Management System (DMS). Any copies of this document appearing in paper form should always be checked against electronic version prior to use.	
Date/Time Generated: Apr 05, 2024 10:16	Generated By: MAHC\tammy.tkachuk

	Policy/Procedure Name:	Resignation and/or Removal of a Director
Manual: Governance	Number:	
Section: Board Effectiveness	Effective Date:	09 MAR 2017
Pages: 2 of 3	Revision Date:	14 MAR 2024

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

- Directors will be treated fairly and with respect.
- 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 recommendation by the Board, the Members’ decision, and applicable reason(s) for removal. .

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

Last Reviewed Date: 04/05/2024 00:00:00	Signing Authority: Board of Directors
Next Review Date: 04/05/2027 00:00:00	Version: 4.0
Disclaimer Message: A printed copy of this document may not reflect the current, electronic version in the MAHC Document Management System (DMS). Any copies of this document appearing in paper form should always be checked against electronic version prior to use.	
Date/Time Generated: Apr 05, 2024 10:16	Generated By: MAHC\tammy.tkachuk

	Policy/Procedure Name:	Resignation and/or Removal of a Director
Manual: Governance	Number:	
Section: Board Effectiveness	Effective Date:	09 MAR 2017
Pages: 3 of 3	Revision Date:	14 MAR 2024

This material has been prepared solely for the use at Muskoka Algonquin Healthcare. Muskoka Algonquin Healthcare accepts no responsibility for the use of this material by any person or organization not associated with Muskoka Algonquin Healthcare. No part of this document may be reproduced in any form for publication without permission of Muskoka Algonquin Healthcare.

Last Reviewed Date: 04/05/2024 00:00:00	Signing Authority: Board of Directors
Next Review Date: 04/05/2027 00:00:00	Version: 4.0
Disclaimer Message: A printed copy of this document may not reflect the current, electronic version in the MAHC Document Management System (DMS). Any copies of this document appearing in paper form should always be checked against electronic version prior to use.	
Date/Time Generated: Apr 05, 2024 10:16	Generated By: MAHC\tammy.tkachuk