

PO13 POLICY FOR REMOVING DIRECTORS/COMMITTEE MEMBERS

Purpose: To describe fair, appropriate and transparent procedures for the removal of a director from the Board or removal of a committee member who is not a Board member from a committee.

Statutory Requirements: The B. C. Society Act provides for the removal of directors from office by special resolution. This requires the giving of 14 days notice to the membership of the date, time, place and purpose of the general meeting being called for the purpose of removal of a director. Removal of the director requires a 75% vote by the members present and entitled to vote.

CFNKLS Procedure: • CFNKLS Conflict of Interest Procedure (P011) and Code of Conduct for Board Members (PO12) requires directors and committee members who are unable to abide by the Society's Policy to tender their resignation to the President.

- Each director has a right and a responsibility to bring to the Board's attention in writing any failure of a director or committee member to abide by CFNKLS Policy or to fulfill his/her responsibilities as a director or committee member. This applies whether the matter comes to the director's attention through a member of the public, a member of the Society, or personal observation.
- When written notice is given to the Board of an allegation of failure by a director or committee member to fulfill his/her responsibilities or abide by the Society's Policy, the President shall provide that director or committee member with details of the allegations, in writing, and shall invite him/her to respond to the allegations either in person or in writing within 30 days.
- When a response has been received, or if no response has been received after 30 days, the Board shall meet to consider the matter. The director or committee member against whom the allegations have been made is entitled to at least 7 days notice of the meeting, by mail or in person, and may be present at the meeting at which the Board considers the matter, but is not required to be present.
- After due consideration of the allegations against the director or committee member the Board shall consider whether the allegations are true, and whether they warrant a request for the resignation of the director or committee member in which case, the Board shall direct the President to request the resignation of the director or committee member, and the President shall do so.
- If the director fails or refuses to submit his or her resignation in writing to the Board within 3 days of being requested to do so, the Board shall convene a general meeting of the membership for purposes of voting on a special resolution for the removal of the director pursuant to Part 5, Section 29 of the Society Act of British Columbia. If a committee member who is not a director refuses to submit a resignation in writing within three days of being requested to do so, the Board may pass a resolution at the next scheduled meeting of the directors removing that committee member. A copy of the resolution shall be sent to the committee member by mail at his/her last address of record with the Society.

Date reviewed: 2023