

Removal of Inactive Board Members

Category: Governance and Legal;

Jurisdiction: General Counsel and University Secretary; Board Governance & Nominating Committee;

Approval Authority: Board of Governors;

Established on: September 28, 2017;

Amendments: April 25, 2019; October 22, 2024 (editorial changes);

Most Recent Review: January 31, 2024.

Background:

Article 3.6 indicates that the Board shall have the right in its sole and absolute discretion to declare a Governor's position on the Board vacant as set out in the Act, or:

1. where such Governor becomes incapable of acting as a Governor;
2. where such Governor ceases to be qualified for election as a Governor as more particularly set out in paragraph 3.3 of the Board Bylaws;
3. where such Governor ceases to be eligible for appointment or election to the Board in the capacity to which they were appointed;
4. where such Governor has breached their duties to the Board, has not acted honestly, in good faith or in the best interests of the University, or of any part thereof, or has not exercised due diligence, or respected the principles and practices set out in the Board Bylaws, and without limiting the foregoing in particular with respect to Article 9 (Conflict of Interest) and Article 10 (Transparency and Confidentiality); or
5. where, within any previous Board Year, such Governor fails to contribute significantly to the work of the Board and/or its Board Committees in the opinion of the Board.

Lakehead University's Board Governance and Nominating Committee (BGNC) makes recommendations to the Board related to a term that ends or expires as above.

Purpose:

The purpose of this policy is to ensure that under any of these circumstances above, a board member does not continue to occupy seat on the Board of Governors.

Policy:

The Board of Governors will normally exercise its discretion under Article 3.6 of the Board Bylaws and declare vacant the seat of a Board member who has been inactive. For greater certainty, this Policy in no way restricts or limits the discretion of the Board more particularly set out in Article 3.6 of the Board Bylaws.

Inactive is defined as the absence of the Board member for:

- three consecutive regular meetings of the Board of Governors, or
- three consecutive regular meetings of a Board Committee on which the Board member is a voting member.

Procedures:

A record of attendance is prepared by the Secretary to the Board (Board Secretary) and provided periodically to the Board Chair and Chair of BGNC for monitoring on behalf of the Board.

Following the absence of a Board member from two consecutive regular meetings of the Board or two consecutive regular meetings of a Board Committee, the Board Secretary shall notify the relevant Chair. The relevant Chair may contact the Board member to discuss the absence and review the policy implications of a further absence.

Following the absence of a Board member from a third consecutive regular meeting of the Board or a Board Committee, the Board Secretary shall notify the relevant Chair and the Chair of BGNC. The relevant Chair, at the request of the BGNC, will write to the absent member outlining that a recommendation to declare the seat vacant will be made to the Board unless notification of special circumstances that prevented the member from attending is received.

- If the member does not respond to this communication within 30 days, the relevant Chair will advise the Board Chair with a copy to the Board Secretary. The Board Chair, or Board Secretary acting under direction of the Board Chair, shall advise the member in writing of the Board's intention to entertain a motion to declare that individual's seat vacant, including the reasons for such recommendation.
- If the member does respond to this communication, such communication will be considered by the BGNC. In the absence of satisfactory response, the BGNC may recommend that the Board, at its next meeting, declare the seat vacant. In this event, the Chair of BGNC shall advise the Board Chair with a copy to the Board Secretary. The Board Chair, or Board Secretary acting under direction of the Board Chair, shall advise the member in writing of the Board's intention to entertain a motion to declare that individual's seat vacant, including the reasons for such recommendation.

The Board's declaration that a Governor's membership on the Board is vacated shall be made in accordance with section 11 of the Act, namely by resolution passed at a meeting of the Board by at least two-thirds of the total Governors not less than thirty days after written notice of the proposed declaration of the Board and the reasons therefore have been delivered to such Governor either in person, by email, or by ordinary mail to the address of as it appears in the records of the Board.

The Policy may be waived at the discretion of the Board or BGNC, including in the case of illness or other special or extenuating circumstances.

Review Period: 3 years;

Date for Next Review: 2026-2027;

Related Policies and Procedures: None;

Policy Superseded by this Policy: None.

The University Secretariat manages the development of policies through an impartial, fair governance process, and in accordance with the Policy Governance Framework. Please

contact the University Secretariat for additional information on University policies and procedures and/or if you require this information in another format:

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