

FALSE CREEK YACHT CLUB

Policy on Removal of Directors

Adopted 2020-02-19

Directors of the Club are elected by the membership. For time to time, however, a Director may need to be removed. A Director's tenure is contingent upon their continued capacity to serve the best interests of the Club. Therefore, removal of a Director is not disciplinary and is not subject to the same procedures as member discipline. The Bylaws provide that a Director may be removed "based on reasonable grounds, in accordance with such policies as may be established by the Board." This policy implements the Bylaws.

Grounds for Removal

The grounds for removal of a Director may include, but are not limited to the following:

1. inability or repeated failure to perform assigned tasks
2. inability or repeated failure to attend meetings of the Board
3. inability or repeated failure to participate in email deliberations of the Board
4. conduct that disrupts the capacity of the Board to make decisions or implement them
5. failure to comply with legislation, Bylaws, Club rules, or Club policies as required for service as a Director (e.g. PIPA, the Conflict of Interest Policy)
6. conduct of a kind that would so risk the reputation or interests of the Club as to be incompatible with Board membership.

None of the following shall constitute grounds for removing a Director:

1. dissent from a decision of the Board
2. whistleblowing (see the Policy on Whistleblower Protection).

Board Review of a Director for Removal

It is expected that the formal process to remove a Director will be very rarely used. When grounds exist for the removal a Director, Board leadership informally asks that the Director voluntarily step down, either permanently or temporarily, until such time as they are able to serve satisfactorily. Should they refuse to step down voluntarily, the following procedure will be invoked.

1. The formal process begins with a motion to initiate a review of a Director for removal. The motion must state the grounds for removal. The Board votes on whether to proceed with a review. If the motion fails, the process is terminated. If the motion carries, the Board proceeds to step (2).
2. The Board considers any evidence relevant to the stated grounds for removal. The Director named in the motion is given an opportunity to reply. The Director named in the motion leaves the room. The Board proceeds to step (3).
3. The Board debates and votes on a motion that “it is the determination of the Board that the stated grounds for removal exist.” The standard of proof is the preponderance of evidence. If the motion fails, the process is terminated. If the motion carries, the Board proceeds to step (4).
4. The Board debates and votes on a motion to remove the Director permanently or for a period of time. The process is terminated and the Director is informed of the result.

A record of the review is placed in the Confidential Minutes of the Board. Board members are reminded of their obligations under PIPA and the Club’s Confidentiality Policy.