

# Removal of Inactive Board Members

**Category:** Board of Governors

**Approval:** Board of Governors

**Responsibility:** University Secretary

**Date approved:** March 22, 2002; revised February 7, 2025

## **Background:**

The Board By-law notes that a vacancy on the Board may result from the resignation, death, bankruptcy or declaration of mental incompetence of a member of the Board or from a declaration of vacancy pursuant to the Trent Act. The Trent Act states: "After thirty days' notice to any member of the Board, the Board may, by resolution passed by at least two-thirds of the total members of the Board by votes cast at a meeting of the Board, declare vacant the seat of such a member."

## **Purpose:**

The purpose of this policy is to ensure that non-participating members do not continue to occupy seats on the Board of Governors.

## **Policy:**

The Board of Governors will normally declare vacant the seat of a Board member who has been inactive. This policy may be waived at the discretion of the Nominating and Governance Committee in the case of illness or other special or extenuating circumstances.

1. Following the absence of a Board member from two consecutive meetings of the Board of Governors, a member of the University Secretariat will undertake informal outreach with the Board member.
2. Following the absence of a Board member from three consecutive meetings of the Board of Governors, the Chair of the Board, at the request of the Nominating and Governance Committee, will write to the absent member requesting his or her attendance at the next meeting or notification of special circumstances which prevent the member from attending. If the member does not respond to this communication, following the fourth missed meeting the Chair will advise the member in writing of the Board's intention to entertain a motion to declare that individual's seat vacant. In the absence of satisfactory response, the Nominating and Governance Committee will recommend that the Board, at its next meeting, declare the seat vacant.
3. Following the absence of a Board member from three consecutive meetings of a Board Committee on which he or she is a voting member, the Chair of that Committee, at the request of the Nominating and Governance Committee, will write to the absent member requesting attendance at the next meeting or notification of special circumstances. If the member does not respond to this communication, the same procedures for declaring the member's seat on the Board vacant as outlined in #1 above shall be followed.

**Contact Officer:**  
University Secretary

**Next Review:**  
January 2030