

		Policy/Procedure Name:	Resignation and/or Removal of a Director
Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	09 MAR 2017
Pages:	1 of 3	Revision Date:	12 FEB 2026

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 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 (elected and ex-officio) 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 observe board solidarity, meaning failure to publicly support all decisions made by the board irrespective of their individual opinion;
- 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 in discussion and Board decision making as well as a lack of contribution to the efforts of the Board and its various committees.

The Chair is responsible for recommending the removal of a Director based on the foregoing reasons.

¹ Under ONCA, only the Members have the authority to remove an Elected Director from office. See section 3.6 of the ONCA.

Last Reviewed Date: 02/13/2026 00:00:00	Signing Authority: Board of Directors
Next Review Date: 02/13/2029 00:00:00	Version: 5.0
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: Feb 13, 2026 11:07	Generated By: MAHC\tammy.tkachuk

Manual:	Governance	Number:	
Section:	Board Effectiveness	Effective Date:	09 MAR 2017
Pages:	2 of 3	Revision Date:	12 FEB 2025

Performance Management

Prior to making a recommendation, the Chair will observe the following performance improvement procedures:

1. The Director in question will be advised of performance deficits and advised that removal from the Board could be a consequence of such deficits if not corrected. This may occur as part of the annual performance meeting with the Board Chair or may be a special, timely meeting with the Director and the Board Chair.
2. The Director will be given the opportunity to respond.
3. The Director will be given the opportunity to correct their performance within a time frame determined by the Board Chair.

Dismissal Process

If the Director's behaviour or performance does not improve:

1. Notice will be provided to the Director in writing of the intent to move forward with a recommendation to remove the Director including notice of the applicable reason(s) for removal and the date and time of the Board meeting. At this time, the Director may be offered the opportunity to voluntarily resign from the Board.
2. The Director will be provided sufficient time on the agenda should they choose to address the Board at the meeting where the recommendation is being considered.
3. The Director will then be excused from the meeting to allow the Board to deliberate.
4. Directly following the meeting, the Director will be clearly notified of the final recommendation by the Board to the Members' (as applicable), and applicable reason(s) for removal or retention.

In situations deemed egregious by the Chair, the Chair may decide upon an expedited procedure by moving forward immediately with the Dismissal Process outlined above and a recommendation will be made to the Board and subsequently 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.

Last Reviewed Date: 02/13/2026 00:00:00	Signing Authority: Board of Directors
Next Review Date: 02/13/2029 00:00:00	Version: 5.0
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: Feb 13, 2026 11:07	Generated By: MAHC\tammy.tkachuk

Manual: Governance	Number:
Section: Board Effectiveness	Effective Date: 09 MAR 2017
Pages: 3 of 3	Revision Date: 12 FEB 2025

Cross Reference

MAHC Corporate By-Law

Notes

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: 02/13/2026 00:00:00	Signing Authority: Board of Directors
Next Review Date: 02/13/2029 00:00:00	Version: 5.0
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: Feb 13, 2026 11:07	Generated By: MAHC\tammy.tkachuk