

## Policy Statement

This policy will apply where the question of removing a Director, Officer or Committee Member of the Engineering and Geoscience Education Foundation Inc.(EGEF, the Foundation) has arisen.

## Definitions

**“Fiduciary Obligation”** means a special relationship in which one party is required to look after the best interests of the other in an exemplary manner. Being a director of a corporation is one such relationship. Fiduciary relationships entail trust and confidence and require that fiduciaries (directors, officers, employees, and volunteer committee members) act honestly, in good faith, and strictly in the best interests of the beneficiaries of such relationships.

## Scope

This policy applies to the EGEF Board of Directors, any person they may employ or contract (an “employee”), and any volunteer working on behalf of the Board.

## Policy Provisions

Under By-Law 7.05 of EGEF, members of the Foundation have the exclusive right to remove a director. Members can remove a director by resolution at a special general meeting. Only those members who have the right to elect directors are entitled to remove a director at this special meeting.

Foundation directors have the power to remove officers as long as they are empowered to appoint them (By-Law 8.01). Removal of officers does not require a special reason to be given. In fact, a corporation's By-Laws usually stipulate that their removal is based on the discretion of the directors (By-Law 8.08).

Committee members of the Foundation may be removed at the discretion of the committee chair, and/or an officer of the Foundation.

## Procedure to remove a Director, Officer or Committee Member

1. Upon receiving a complaint regarding a board member, officer, employee or committee member of the Foundation, that is considered significant enough to warrant the removal of the individual, the board will meet to consider the complaint.
2. If the board considers the complaint to have substance, they will form a sub-committee to investigate the circumstances of the complaint.
3. The investigation sub-committee will report the findings of their investigation to the board, along with recommendations as to any actions they feel would be appropriate in response to the complaint.
4. The board will review the investigation sub-committee findings and recommendations; and, then decide upon the appropriate course of action.
5. Should the board decide that the offending individual should be removed from their position, they will follow the appropriate prescribed actions.
  - a. The board shall call a special general meeting for the purposes of removing the director in question, by resolution.
  - b. The director who is to be removed must be informed of the place, date and time of the special meeting within the prescribed delay.

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- c. The director in question can attend the meeting and be heard or give reasons for his/her opposition to his/her removal in a written statement read by the chair of the meeting.
  - d. The board shall review their decision considering the testimony provided by the director in question.
6. A vacancy created by the removal of a director can be filled at the meeting at which the removal took place or at a later date. In the former case, the notice of the calling of the meeting must then mention that an election is to be held if the resolution concerning the removal is adopted.

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