



PROCESS FOR DEALING WITH A BREACH OF THE PRINCIPLES OF ENGAGEMENT FOR MEMBERS OF THE BOARD OF GOVERNORS

1. Pursuant to Section 3.8(c) of the *Board of Governors By-Laws*, the Board has the authority to terminate membership of a Governor.
2. While there are no specified grounds, a breach of a Governor's fiduciary duties to the University may be a basis for the Board considering sanctions, including terminating Governor membership.
3. Notwithstanding Section 3.8 (c) of the *Board of Governors By-Laws*, in the case *ex-officio* members of the Board, the Board will limit its authority to suspending that member's participation in all Board activities and addressing the breach through a process appropriate for the underlying appointment.
4. In accordance with the principles of natural justice, the Governor will be given written notice of the reasons for the proposed action, and provided sufficient and reasonable opportunity to provide a submission to the Board before a decision is taken.
5. The following process may be used where a breach is alleged:
 - a. a review will be undertaken by the Governance & Human Resources Committee, as the Committee has been delegated authority by the Board to review the matter and to consider what consequences might be appropriate. The Governance & Human Resources Committee will make a recommendation to the Board on formal action, if any, to be taken.
 - b. in the event that the Committee recommends that the Governor should be sanctioned/terminated by the Board, the Chair, or such other member of the Board as may be designated by the Board, shall provide no less than 15 days' notice of the pending sanction and shall provide reasons for the proposed sanction/termination to the Governor.
 - c. the Governor may make written submissions to the Chair, or such other member of the Board as may be designated by the Board, in response to the notice received, with the submission to be provided within the 15 days' notice period.
 - d. in the event that no written submissions are received by the Chair, or such other member of the Board as may be designated by the Board, the Board will proceed to review the submission of the Committee at a meeting of the Board.

- e. if written submissions are received from the Governor in accordance with this section, the Board will consider such submissions, together with the report of the Committee, in arriving at a final decision and shall notify the Governor following its determination.
- 6. Any decision to sanction, including terminating membership, shall be made by a resolution of the Board carried by two-thirds of the total voting membership at a meeting of the Board. The Board's deliberations may be conducted in person or electronically. The Board's decision shall be final and binding on the Governor, without any further right of appeal.