

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

Effective Date: June 27, 2019

Revised: (NEW)

1. Pursuant to Section 12(5) of the *University of Western Ontario Act (1982, as revised in 1988)* (the "*UWO Act*") the Board has the authority to terminate membership of a Governor (save for ex officio members and the Vice-Presidents).

12.(1) The membership of a member of the Board is vacated when such member resigns or ceases to be eligible for appointment or election to the Board.

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(5) Membership on the Board, other than for ex officio members and the Vice-Presidents, may be terminated by resolution of the Board carried by two-thirds of the total voting membership at a meeting of the Board, not less than thirty days after written notice containing reasons for this proposed action is delivered to the last known place of residence of the member.

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. Key elements from the *UWO Act* and natural justice would be that (a) the Governor is given written notice of the reasons for the proposed action, and (b) the Governor has sufficient and reasonable opportunity to provide a submission to the Board before a decision is taken.
4. The following process may be used where a breach (as described in section 13 of Bylaw No 1) is alleged:
 - i. a review will be undertaken by the Governance & Bylaws 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 & Bylaws Committee will make a recommendation to the Board on formal action, if any, to be taken;
 - ii. 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 thirty (30) days'

- iii. 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 30 days' notice period.
 - iv. 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.
 - v. 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.
5. 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.