

**CAROLINAS COLLEGE OF HEALTH SCIENCES
POLICY AND PROCEDURE**

BOARD

SUBJECT: REMOVAL OF DIRECTOR

REVIEWERS: Board Policy Committee

POLICY

To ensure that members and officers of the board are free to exercise their responsibilities without fear of retaliatory measures, the removal of directors will be only for cause.

A director may be removed by the board of directors at any time for good cause shown, including without limitation inefficiency, incompetence, neglect of duty, misconduct in office, failure to disclose a conflict of interest, or conflicts of interest of such number or magnitude as to impede the director's ability to contribute to routine decision making.

PROCEDURE

- A. The directors shall be provided written notice of the meeting of the board of directors at which the board of directors will consider whether or not to remove a director.
- B. Written notice of the meeting at which the board of directors will consider removal of a director will state that the purpose or one of the purposes for the meeting is to consider removal of a corporation director.
- C. At least ten days prior to the date of the meeting, the director being considered for removal will receive notice of the meeting and of his/her opportunity to attend the meeting and present his or her position on the matter.
- D. In making its decision, the board of directors will provide an adequate opportunity for the director in question to present in person his or her position on the matter.
- E. A majority of the board must vote to remove the director in order for the action to be effective.
- F. If any director is removed, a new director may be elected at the same board of directors meeting.
- G. The Removal of Director policy will be reviewed at 5-year intervals.

REFERENCES

Related Policies to Consult

CCHS:

BOARD - [Conflict of Interest and Freedom from Undue External Influence](#)

Related Form: [Board Bylaws](#)

Related 2018 SACSCOC Standard

4.2.e. Board dismissal