

**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 with 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. The majority of the board must vote to remove the director 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**

**Carolinas College:**

BOARD - Conflict of Interest and Freedom from Undue External Influence

**Related Form:** Board Bylaws

**Related 2024 SACSCOC Standard**

4.2.e. Board dismissal