



# ISLANDS TRUST CONSERVANCY BOARD POLICY

**Policy number: 1.5**

**Title: Board Member Attendance and Participation and Member Removal**

**Approved By: Islands Trust Conservancy Board**

**Date: March 24, 2003      Resolution #:**

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## PURPOSE

This policy establishes expectations regarding Board member attendance at meetings and their participation in Board activities and sets out how the Islands Trust Conservancy Board will address members who do not meet these expectations.

## POLICY

Islands Trust Conservancy Board members are required to attend regular board meetings (average 6 per year) and the expected hours of service include 1-2 hours of meeting preparation; 5 hours for each meeting; and 3-5 hours once/twice per year for workshops, training, events, etc.

The Board's policy on Roles and Responsibilities (ITCB Policy 1.3) establishes 5 roles the Board is responsible for:

- Promoting public awareness of and involvement in Islands Trust Conservancy Program
- Facilitating acquisition and management of Islands Trust Conservancy assets
- Nurturing positive relations with the other entities within the Islands Trust and other agencies.
- Approving operating policies, legislative initiatives and operational requirements, and
- Updating the Islands Trust Conservancy strategic planning initiatives and monitoring their implementation.

## **Details**

### **Board Member Attendance**

1. Board members are expected to attend all regular Board meetings.
  - a. An individual Board member who is not able to be at the physical location of a Islands Trust Conservancy Board regular meeting due to special circumstances may request to participate by means of audio or audio and visual electronic communication facilities, provided the Islands Trust Conservancy Board Chair is agreeable and the Secretary has received sufficient notice and can make the necessary arrangements.

See Islands Trust Conservancy Bylaw 1: A Bylaw to Regulate Meetings of the Islands Trust Conservancy Board for further provisions.
2. Board members are expected to make all reasonable efforts to attend special meetings, workshops, and training sessions scheduled by the Board.
  - a) A special Islands Trust Conservancy Board meeting may be conducted entirely by means of audio or audio and visual electronic communication facilities if a majority of the members of the Board have agreed by resolution that the meeting may be conducted in this way and provided the Secretary has received sufficient notice and can make the necessary arrangements.
3. If a member cannot attend a meeting he/she will notify the Board Chairperson and Islands Trust Conservancy Manager at least 72 hours (3 days) in advance of the meeting to indicate their anticipated absence, and to indicate if they are able to attend the meeting electronically.
4. If Board members have missed two regularly scheduled meetings in a row the Chairperson and/or Manager will consult with that member to determine if they are able to commit adequate time to their position on the Board or if they wish to resign.
5. Unless a prior agreement has been established by a Board member, if a Board member cannot attend 3 of the regularly scheduled business meetings in any calendar year (in person or electronically), the Chairperson may request that that member resign from the Board.

### **Board Member Participation**

1. Board members are expected to adequately prepare for all meetings, in particular by reading the Board meeting agendas and reports.
2. Board members are expected to be prepared to discuss and vote on all staff recommendations and other matters at the meeting.
3. Board members are expected to sit on at least one ad hoc or standing committee of the Board and be prepared to assist with the mandate of that committee.
4. Board members are expected to conduct some public outreach to increase awareness of the Islands Trust Conservancy and to facilitate potential conservation projects.
5. If, in the opinion of the Chairperson, a member is not participating in the above-noted manner, the Chairperson will contact the member and discuss the expectations and the

member's situation. The Chairperson and the member will attempt to find a reasonable solution to balance Board expectations and the member's situation.

6. If a Board member cannot meet the above-noted expectations to a reasonable degree and no solution can be found, the Chairperson may contact the other members of Board and discuss the option of requesting that the member resign from the Board. If there is agreement among the Board members, the Chairperson may ask the member in question to resign.

### **Board Member Removal**

1. If a Board member is asked and is willing to resign, the Chairperson will immediately notify the Executive Committee and explain the reasons for the request.
2. If the resigning member is a Trust Council-elected member of the Board, the Board Chairperson will request that Trust Council, at its next regular meeting, conduct an election to replace the resigning member.
3. If a Minister-appointed Board member is asked and is willing to resign, the Chairperson will immediately notify the Minister and Executive Committee and explain the reasons for the request. The member will be asked to provide a written resignation to the Minister with a copy provided to the Islands Trust Conservancy Board.
4. If a Board member is asked but is unwilling to resign, the Board will meet with Executive Committee to discuss options. If deemed appropriate, the Board may request of Trust Council or the Minister responsible for appointments to the Islands Trust Conservancy Board to have the member removed.

### **Related Procedure**

Islands Trust Conservancy Bylaw 1: A Bylaw to Regulate Meetings of the Islands Trust Conservancy Board

1.3 Islands Trust Conservancy Board Roles and Responsibilities