



Board of Directors Governance Policy and Procedures

Policy Name: Board Attendance Policy
Policy Type: Board Operations
Date Amended: May 2010
Date Reviewed: July 14, 2015, April 2018, November 2018

Board members and Committee volunteers are responsible to attend and participate in the business conducted at Board meetings as well as Board Committee meetings. Failure to attend Board meetings may jeopardize the ability to achieve quorum and may prevent the Board from conducting necessary business. If a Board member anticipates being absent from a meeting, the individual should contact the Chair of the Board or the President/CEO.

At any time during the year and specifically during the Board election process, Board attendance reports will be utilized in the deliberation of continued Board membership and elections. If a Board attendance concern exists, continued Board membership will be reviewed by the Executive Committee and addressed with the particular Board member by the Board Chairperson.

Procedures:

1. The Board of Directors, prior to their first meeting of each year, will receive and review the annual meeting schedule and sign a copy of the Board Attendance Policy.
2. The President and CEO will ensure that the schedule of Board meetings and Committee meetings are communicated in advance of meeting dates.
3. The Board Executive Committee is responsible to monitor Board Attendance and its impact on Board functioning. Attendance reports will be provided to the Board of Directors through Committee Minutes on at least a semi-annual basis.
4. The Board Nominating Committee will utilize the Attendance Policy as well as Board member evaluations in consideration of nominations and elections.
5. A Board attendance concern occurs if any of the following conditions exist in regard to a Board member's attendance to Board meetings and Board Committee meetings:

The member has two consecutive un-notified absences from Board meetings.

- a. The member has three consecutive notified absences from Board meetings.
- b. The member misses one third of the total number of Board meetings and Committee meetings in a calendar year. (Two Board and two Committee meetings)



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6. If a Board attendance concern exists, the Board Chairperson or a delegate will promptly contact the member to discuss the issue. The member's response may be shared by the Chair at the next Board meeting. The Board will decide by majority vote what actions to take, if any regarding the Board member's continued membership. The Board may decide to excuse the absences if the member has compelling reasons. The Board may also decide to terminate the Board membership.
7. Removal from Board membership will be conducted as per the By-laws. Any or all of the Directors may be removed for cause such as behavior, which is considered detrimental to the best interests of the organization at any Board of Directors meeting by an affirmative vote of the majority.