

MEMORANDUM

TO: Members of CPHR BC & Yukon

FROM: Jacquie Griffiths

DATE: May 5, 2025

RE: CPHR BC & Yukon – Proposed Bylaw Changes

The Board of Directors, as part of a program of updating and modernizing our governance structure, has determined to update the Bylaws in the section highlighted in the attached.

The Board of Directors considered revising bylaw 6.9 with regards to the removal and replacement of directors. In order to allow increased flexibility, and to be in line with good governance practices of other not-for-profit organizations, the board is requesting an amendment to the current bylaw 6.9 as per below.

Context:

Canadian not-for-profits and societies often adopt provisions to remove a director by a Board resolution to swiftly and effectively handle internal governance issues, such as breaches of fiduciary duty, conflicts of interest, unethical behaviour, or incapacitation. Such governance practices enhance organizational accountability, responsiveness, and integrity. The special majority requirement (i.e., 2/3 majority of directors present) ensures careful deliberation and consensus amongst board members, balancing governance flexibility with procedural safeguards to prevent arbitrary removal.

Thank you,

Jacquie Griffiths, CPHR
Chair of the Governance Committee
CPHR BC & Yukon

Current bylaw 6.9

6.9. Removal and Replacement of Directors

The members may by special resolution remove a director before the expiration of their term of office and may by ordinary resolution appoint another person in their stead. Such replacement director shall hold that office until the next annual general meeting.

Proposed Revision to bylaw 6.9

6.9 Removal and Replacement of Directors

The members may by special resolution remove a director before the expiration of the term of office of such director and may by ordinary resolution appoint another person in their stead. Furthermore, in addition to the power of the members to remove a director, the Board may also remove a director before the expiration of the term of office of such director by a Board resolution approved by 2/3rds or more of the directors present at the meeting, and in the event the resolution is so approved, the Board may fill such casual vacancy under By-Law 6.8. A director who the Board is seeking to remove is in a conflict of interest and is not permitted to vote on the resolution for such director's removal.

For information purposes bylaw 6.8 reads as follows:

6.8. Filling Casual Vacancies on the Board

The directors may fill any casual vacancy occurring in the board of directors. Any member so appointed holds office only until the conclusion of the next following annual general meeting, but is eligible for election at that meeting. Such period shall not be counted towards the maximum term in office allowable under Bylaw 6.5. This provision does not apply to a vacancy in the directorship held by the Immediate Past Chair.