

Board of Directors Seat Management Policy

Scope of the policy

A board seat can become vacant when a board member dies, resigns, is removed, or becomes disqualified in accordance with the Bylaws and this policy.

This policy defines what may justify the removal of a board member and how to select a replacement for a board seat vacated for any reason.

Criteria for Removal of a Member of the LPI Board of Directors

According to the LPI Bylaws, a member of the Board of Directors may be removed from their seat of office if they meet any of these criteria:

1. **Bylaws:** The Director is found in violation of any portion of the Bylaws.
2. **Attendance:** The Director is found to be in violation of the attendance expectations defined in the *Board of Directors Qualifications and Activities Policy*.
3. **Participation:** The Director does not participate and/or meet the expectations as defined in the *Board of Directors Qualifications and Activities Policy*.
4. **Officer Duties:** The Director holds an officer position as defined in the LPI Bylaws but does not perform the duties of their office.

Process for Removal of a Member of the LPI Board of Directors

Should a member of the LPI Board of Directors meet one (1) or more of the criteria for removal from the Board as defined in this policy, the member may be removed from their seat by ordinary resolution of the Board of Directors, effective immediately upon approval of the resolution.

Determining whether to fill a vacant Board seat

Depending on the needs of the Board, the vacant seat may remain vacant to the next AGM or the Board may choose to replace the vacant seat.

Unless the number of filled board seats drops to fewer than three, it is not required for the vacant seats be filled, but is desirable.

If the number of filled board seats drops to fewer than three then the Board is required by law to fill number of vacant board seats required to reach or exceed three active members of the Board of Directors.

Locating candidates for the vacant seat

During election periods there typically are more candidates than the number of seats available, both for the NomCom slate and for the member-nominated slate.

For both slates, the method of election is a [ranked vote model](#). Available Board seats are distributed to candidates ranked most highly by this model, until no further seats remain unfilled. Typically, this leaves some qualified candidates without a seat placement. These unseated candidates will form the pool from which to select a replacement for the vacated seat.

Selecting a replacement for the vacant seat

When locating a replacement to fill a vacated seat on the Board of Directors, the unelected candidate with the highest ranked-vote will be invited to the board.

If the Board Member who left came onto the board through the NomCom, the replacement should come from the NomCom slate. If the Board Member who left came onto the board through the Member slate then the replacement should come from the member-nominated slate.

If there are no unseated candidates left from the relevant slate, then the candidate should be taken from the other slate.

If there are no candidates left from either slate, the vacated seat will remain empty until the next election unless by doing so the minimum number of Board members drops below three (3), in which case a special election must be held.

Term of office for the replacement board member

The selected replacement will serve out the term of the departed Board member. The replacement may be a candidate in the next election, subject to the term limitations defined in the LPI Bylaws.

Replacement of vacated officer position

The person vacating their seat on the Board of Directors may hold an officer role (Board Chair, Secretary, Treasurer). The replacement for the officer role will be selected by the Board from the existing members, in accordance with the LPI Bylaws.