PROCEDURE ON REMOVAL OF A GOVERNOR FROM OFFICE

Purpose – The RNN Group Board is committed to ensuring that the Board is effective and that all Governors are making a full contribution to the business of the Board. Where this is not the case the Board has an open and fair process for the removal of a Governor from Office.

1. Principles

Any removal of a Governor would need to be exercised reasonably, within the principles of natural justice and passed by a simple majority of other Governors.

There are a number of practical steps to follow:

1. The matter to be placed on the next meeting of the Search, Governance and Remuneration Committee for discussion by the Governors present
2. The Governor to be notified in advance in writing of the proposal to remove and the grounds for removal
3. The Governor to be invited to a Special meeting of the Board where removal will be considered and the opportunity is given to make representations about the proposed removal from the Board orally at the meeting and/or in writing. The Governor may bring someone along for support but not as an advocate
4. Once those representations have been considered, the decision to remove the Governor should be put to the Board by way of a resolution proposed by the Chair (or by the Vice Chair(s) or another Governor if the Chair or Vice Chair(s) have been previously involved in this issue)
5. The resolution to remove the Governor from office can be resolved by a simple majority and;
6. If the resolution is passed, notice should be given to the Governor in writing confirming that the resolution was passed and on what date that they have been removed from office in accordance with Clause 9(2) of the Instrument.

Date	Version	Summary of changes	Changes made by
21/09/2026	2.0	No changes	Search, Governance and Remuneration Committee
11/09/2024	1.0	Policy drafted	Search and Governance Committee

Advice note on termination arrangements

Boards should seek to have maximum attendance and full compliance with the Code of Conduct from their Governors.

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The Board has the standard clauses in the Instruments and Articles of Government (I&As) and Standing Orders around termination of Governorship and a procedure on removal of a governor from office.

The Board determines whether a Governor shall continue in office and can remove them. There is no explicit reference in the I&As around the need for procedural fairness in removing a Governor from office (unlike the Companies Act 2006 which gives a director the right to protest the proposed removal). Only two grounds for dismissal are stated in the I&As (under clause 9 (2)) and there is little detail:

9(2) If at any time the Corporation is satisfied that any Governor

(a) Is unfit or unable to discharge the functions of a Governor; or-
(b) Has been absent from meetings of the Corporation for a period longer than six consecutive months with permission of the Corporation,

The Corporation may by notice in writing to that Governor remove the Governor from office and the office shall then be vacant.

The Standing Orders provide the following detail:

Standing Order 16 - Termination of Governorship
In the event of a decision being required about termination of a Governor a process shall be followed in accordance with the Instrument of Government. The matter will be placed on the agenda for the next meeting of the Search, Governance and Remuneration Committee for discussion by the Governors present in accordance with the Procedure on Removal of a Governor from Office and taken to a Special meeting of the Corporation.

Further rules may be included if the Board require. Revised Schedule 4 gives Boards the freedom to simplify or recast the power of removal (by making the rules wider and/or clearer) and can include rules around suspension. These procedures should be clearly detailed in the Code of Conduct and/or Standing Orders.

With the freedoms, a further clause can be included to provide for removal from office where it is not considered to be in the best interest of the Board for the individual to continue in office. This provides a way to resolve the position when a Governor is not incapacitated but has ceased to be actively engaged and is not making a full contribution to the business of the Board.