



King's University College Executive Committee Terms of Reference

Authority:

The Board Executive Committee (the “Committee”) is established as a standing committee of the Board of Directors (“the “Board”) of King’s University College (the “College”).

Membership:

The Executive Committee shall be comprised of the Officers of the Board

- The Chairperson of the Board of Directors
- Up to two Vice-Chairperson(s) of the Board of Directors
- The Treasurer who is also the Chair of the Finance Committee
- The Chair of the Governance Committee
- The Chair of the Audit Committee
- The President of King’s University College (non-voting resource)
- The University Secretary (non-voting resource)

The Executive Committee may periodically invite other Board Members to participate in committee meetings for time bound periods to contribute relevant competencies to discussions on current issues within the committee’s responsibilities.

Chairing:

The Chair of the Board of Directors will act as Chair of the Committee. The Chair will approve all agenda items and will be responsible for reports of meetings to the Board of Directors. If the Chair is unavailable, a Vice-Chair will act in their stead.

Frequency of Meetings:

The Committee shall meet at least once each fiscal year. Additional meetings and joint meetings with other standing committees of the Board may be requested by the Chair of Board as required.

Purpose:

The Executive Committee exercises any powers delegated to it by the Board.

The Executive Committee coordinates the work of other committees of the Board and advises the Board generally or makes recommendations on matters not in the purview or beyond the scope of the standing committees.

The Committee is authorized to act on behalf of the Board in emergency situations or where timeliness dictates and shall report on any actions it takes during an emergency to the Board at the next full meeting of the Board.

The Executive Committee is responsible for the annual performance review and compensation for the Executive and Senior Administration officer team, and reviews succession plans, including an assessment of readiness for the succession of the President and senior leadership positions.

The Executive Committee will develop and recommend to the Board a set of balanced scorecard metrics aligned with the institution's strategic priorities, operational performance, and governance effectiveness. These metrics provided by the Executive team will provide a clear, measurable view of progress against key objectives, including but not limited to academic outcomes, financial sustainability, risk management, stakeholder engagement, and compliance. The Board will review the balanced scorecard on a quarterly basis to assess performance trends, support decision-making, and identify areas requiring strategic focus or corrective action.

Specifically:

1. The Committee may examine any aspect of the affairs of the Board and the College and make recommendations to the Board as appropriate. It may direct another committee of the Board to examine and report upon any aspect of the affairs of the Board and the College which falls within that committee's purview.
2. When so delegated by the Board, the Committee may act with the full authority and powers of the Board within parameters set by the Board. The Committee shall report action taken under such circumstances to the Board at the next full meeting of the Board.
3. In exercising its powers, the Committee is governed by the Bylaws of the Board of Directors and the Ontario Not-for-Profit Corporations Act 2010, under which King's University College is established.

Record of Meetings

Minutes of the meetings will be maintained and approved at the next meeting of the Committee. Minutes will reside in the President's Office once approved by the Committee.

Quorum:

A majority of Committee members, including at least two Voting Directors of the Board, shall constitute a quorum. Formal votes will be taken by the Committee as required but in general terms the Committee will operate on a consensus basis as outlined in the Board's General Terms of Reference.

Original	Reviewed	Revised	Approved
September 2015	April 2025	June 2025	June 2025