



King's University College
Board Governance Policy and Executive Limitations

Received, Reviewed and Approved by the Board of Directors

_____ **Kelly Regan**
Board Chair
Name

_____ *Kelly Regan*
Board Chair Signature

_____ **28 February 2019**
Date

All Board approved Amendments / Modifications to or added New Governance Policies will be recorded and initialed by the Board Chair from hereafter on the Revision Record Page which is to remain with this document at all times.

REVISION RECORD

Board Governance Policies and Executive Limitations

Permanent policy to be reviewed every three years.

Please keep this Manual Revision Record in the Manual at all times. All future revisions will be number consecutively. The entry of each revisions as it is placed into the manual will show at a glance, whether the contents of the manual is up to date or not.

Policy #	Policy Title	Revision Date	Revision #	Page #	Board Approved Date	Initial by Board Chair	Entered By

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Preface

1 BOARD POLICIES MANUAL FRAMEWORK

1.1 Overview

King's University College (KUC) is a not-for-profit incorporated Catholic post-secondary education institution. The governance model for King's University College has evolved towards a policy governance approach as adopted by the Board of Directors.

This document represents the first phase in developing a Board Policies Manual for King's University College, focusing on Governance Policies. The second phase will involve specific Board Policies. Once finalized by the Board of Directors, the Board Policy Manual will incorporate:

- **Governance Policies** - policies by which the Board of Directors will govern the organization and itself.
- **Board Policies** - the Board's directions to management re: the Principal on specific topics and themes.

1.2 Definitions and Structure

1.2.1 Introduction

The following definitions as to Governance Policy, Board Policies, Operating Policies, Professional and Technical Standards and Procedures have been developed to facilitate an understanding of the role and application of each of these elements within the overall policies and procedures framework for King's University College.

1.2.2 Governance Policies

The Governance Policy is about the Board's work and organizational directions. These policies include both the Governance Policy and each policy's aligned procedures.

A policy approved by the Board of Directors that directs how the Board will govern the organization, the Board's own directions and processes, and its interactions with its sole employee the College Principal.

1.2.3 Board Policy

Board Policies once approved by the Board describe, for those involved in a decision, the Board's directions, intent, expectations and desired outcomes and related considerations on a particular need, theme or decision topic. A policy framework approach recognizes that not every decision can be prescriptive for every situation or application. Therefore, what a Board of Directors provides are Board Policies that give decision-makers guidance and direction as to intent or other inputs relative to what the decision outcomes can be. These Policies have the

capacity to be either prescriptive or open-ended depending on the risks and applications that are inherent in a particular individual theme or topic . In all cases, these Board Policies need to indicate intent and direction to management and others as appropriate, plus how policy monitoring will occur.

The following definition is provided with respect to defining a Board Policy:

A Board Policy is a statement that provides for a defined issue or topic, the Board of Directors' intent and direction on that issue or topic to management. A Board Policy's contents includes:

- ***The purpose and scope of the Board Policy's application and impact.***
- ***The goals, objectives and intended outcomes of the Board Policy, i.e. what is desired / intended.***
- ***The key criteria and other framework components that are intended to influence, impact, shape or otherwise affect a decision or decisions within the policy issue or theme.***
- ***Definition of key terms in the Board Policy so that simple language prevails and the broadest possible understanding by readers and users exists.***
- ***The frequency and content framework for monitoring reports, and***
- ***In a high-change operating environment, ongoing review process in order to sustain relevancy, intent, usefulness and appropriateness. A Board Policy will define key terms in simple language to facilitate clear understanding by the broadest possible types of readers and users;***
- ***All Board Policies will be signed by the Chair and dated to indicate Board approval.***

1.2.4 Operating Policies

These are policy statements developed and implemented by management that connect to a Board Policy and not to a Governance Policy. They provide direction to staff on management requirements and expectations on the defined topic or theme. They are signed by the Principal and should be reviewed every three years for updating and renewal as required. They do not need Board of Director approval but could be shared with the Board for information and potentially for input of the Principal's wishes.

An Operating Policy is a direction by King's University College management to all staff and volunteers on how a Board Policy will be implemented operationally within the organization.

1.2.5 Professional and Technical Standards

Professional and Technical Standards articulate professional practices or standards that shape, determine, influence or dictate how a Board Policy is to be implemented within King's University College. Professional and Technical Standards can be sourced from professionally recognized regulatory, funding accreditation or other bodies; staff and volunteers; and others.

Professional and Technical Standards are the actions, tools, or other perspectives that an aligned faculty or staff person would employ to ensure the goal and intent of a Board Policy and its aligned Management Operating Policy is achieved.

Professional and Technical Standards are developed by management, sometimes based on third party professionally recognized sources. They generally do not require Board approval, though Directors of the Board should have the opportunity to comment on them and may need to be informed about them in order to fulfill their governance role.

If the Board feels that certain Professional and Technical Standards require Board approval, then those Academic Professional and Technical Standards should be captured within the aligned Board Policy's content. The Board should attempt to refrain from becoming involved with Professional and Technical Standards approval, as within a policy-oriented governance model, programs, services and operations implementation is the role of the Principal in order to ensure clear and separated accountabilities and the most effective management approaches.

1.2.6 Procedures

Procedures are the steps, key dates, reporting requirements, forms completion and other tasks necessary to fulfill the requirement of a Board Policy relative to delivering a specific action, program, service or related undertaking by a staff person.

Procedures articulate the steps or sequences of action, reporting timelines, forms completion requirements, communication linkages and other actions necessary to achieve the intent, direction and goals of a Board Policy and / or the Standard of Practice, within an orderly, methodical and thoughtful way.

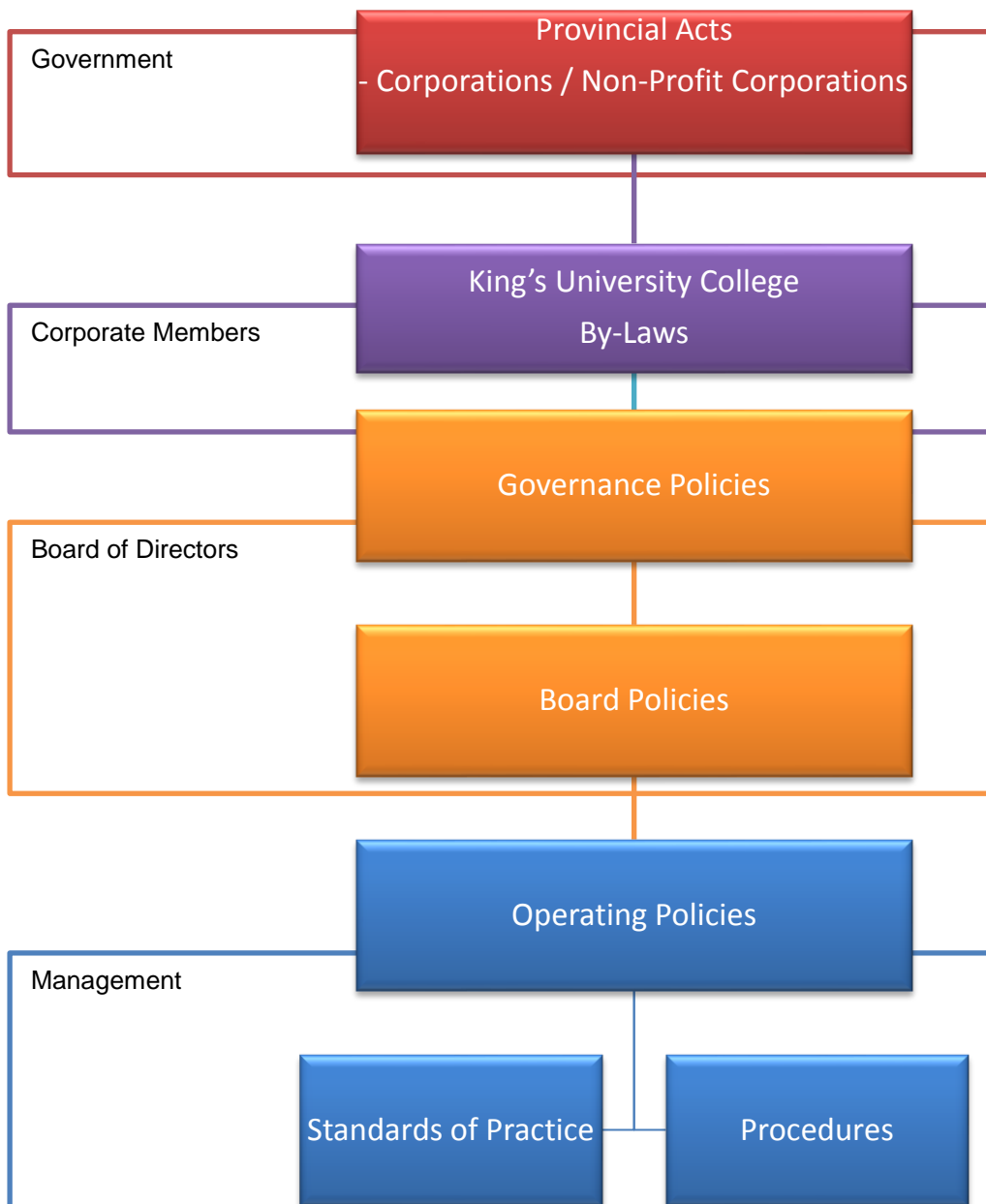
Procedures are developed by management, as they represent the operational implementation of a Board Policy. They do not require Board approval, though Directors of the Board should have the opportunity to comment on them, and may need to be informed of them in order to fulfill their governance role.

If the Board of Directors feels that certain Procedures require Board approval, then those procedural considerations should be captured within the aligned Board Policy. The Board should attempt to refrain from becoming involved with procedures approval, as within a policy-oriented governance model, policy implementation is the role of the Principal in order to ensure clear and separated accountabilities and the most effective management approach.

1.3 Policies and Procedures Alignment

The following chart illustrates the integration of policies and procedures for King's University College and the aligned authority and responsibilities.

King's University College Policy Framework Alignment



1.4 Board Governance Policies

1.4.1 Governance Categories

The King's University College Board Governance Policies and Principal Executive Limitations/ Requirements are provided in this document. The Board Policies are located in Section 2.

The Governance Policies and Principal Executive Limitations / Requirements have been developed in the following categories:

- Governance Framework
- Roles and Responsibilities
- Policy Development and Reviews
- Board of Director Processes and Committee Structures
- Principal Executive Limitations / Requirements

1 Governance Policy and Principal Limitations / Requirements

Policy Unit:

1.1 Governance Framework

Policy Number:	1.1.1 Definitions
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

The following definitions are utilized in applying Board Policies.

1. **Governance** – The primary role and responsibility of a Board of Directors. Governance is the act of establishing and assessing the effectiveness of the policies, directions, priorities and use of resources of King’s University College.
2. **Governance Policies** – Represents the collective processes, procedures and practices that the Board of Directors utilizes to govern King’s University College.
3. **Board Policy** - A statement by the Board of Directors, that directs the Principal as to the Board’s intents; and the outcomes and monitoring that the Board of Directors wishes implemented and achieved on a specific topic, theme, issue or opportunity. Board Policies provide the framework for governing the administration and operations of the organization.
4. **Organization / Agency** – Refers to the King’s University College in its entirety.
5. **Board of Directors** – Refers to the Board of Directors as the governance body of King’s University College, undertaking actions, decisions, etc., as a corporate body.
6. **Individual Director of the Board** - Refers to a member of the Board of Directors acting as an individual.
7. **Chair and Vice Chair** – refers to President and Vice President titles under the current Corporations Act of Ontario.
8. **Principal** – Refers to the senior staff leadership position, operating as the Chief Executive Officer and reporting to the Board of Directors as its sole employee.

Monitoring

1. Annually by Board for amendments and updating.

Policy Number:	1.1.2 Conformity and Alignment
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Relevant Statutory / *Not-for-Profit Corporations Act*

Regulatory Linkages:

Corporations Act

Corporate By-Laws

Policy Statement (Intent and Scope)

The Board of Directors of King’s University College will govern in conformity and alignment with:

1. King’s University College Corporate By-Laws and the Affiliation Agreement with the University of Western Ontario.
2. King’s University College Governance Policies.
3. Other relevant statutory and regulatory requirements as they apply in any way to King’s University College.

Monitoring

1. Included in Vice Chair’s annual Compliance Report.

Policy Number:	1.1.3 Vision, Mission and Values & Guiding Principles
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

The Board of Directors will govern King’s University College to achieve its Vision, Mission and Principles.

1. Vision

To be the leading undergraduate university in Canada, recognized as a centre of academic distinction, personal enrichment, and global engagement.

2. Mission Statement

King’s is a public Catholic University College engaged in the open pursuit of truth and the discovery and sharing of knowledge in service to humanity. By integrating academic programs rooted in the liberal arts with comprehensive student support, King’s creates an inclusive and empowering space for students by nourishing their capacity for critical thought, articulate expression, creativity, and ethical action.

3. Values and Guiding Principles

As a Catholic University College committed to the dialogue of faith and reason and the integration of knowledge for the good of society, we undertake to preserve and promote our basic mission of service to the Church and to humanity. This undertaking must include both discernment and action, to ensure a process beyond ourselves. We aim to be a welcoming, diverse and inclusive community that is animated by a spirit of charity, mutual respect, and cultural dialogue. We are committed to strategic initiatives that will allow us to better align our pursuit of knowledge with service to the common good. Seeking sincerely to be a place of community and global engagement, we acknowledge in a special way the need to undertake initiatives to promote social justice; to redress historical injustices that have resulted in marginalization and discrimination; to improve access to higher education for historically-disadvantaged individuals and communities;

to speak “uncomfortable truths” (Ex Corde Ecclesiae) about the nature and origins of the problems of our time; and to promote the ethical use and equitable sharing of the world’s resources.

Monitoring

1. Quarterly Reports by the Principal.
2. Annual reviews to update the Strategic Plan.
3. Comprehensive review of the Strategic Plan every three years.

Policy Number:	1.1.4 Governance Principles
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

The following Governance Principles direct the Board of Director’s governance approach for King’s University College.

1. To represent all the stakeholders of King’s University College in governing the organization to achieve excellence in all that the College undertakes.
2. To practice a bicameral model of governance with a Board of Directors appointed by the Members of the Corporation and a College Council operating within its Board approved Constitution.
3. To work as a group to achieve the organization’s Vision, Mission and Guiding Principles as a Catholic academic institution; strategic directions; and annual outcomes, ensuring the organization operates consistent with all statutory and regulatory requirements and Governance and Board Policies.
4. To support an organizational culture of inclusion, fairness, transparency and respect for each person.
5. To ensure transparency and stakeholder inclusiveness in Board of Directors governance processes, through effective communications and consultation.
6. To use the skills and insights of all Voting and Non-Voting Directors in reaching Board of Director decisions.
7. To provide effective new Board of Director member orientations and on-going Board of Director development opportunities to enhance individual Director capacity, input and participation.
8. To ensure that an effective and separated clarity of roles exists for the Board of Directors and for the Principal. The Board of Directors’ responsibilities involve developing, reviewing and monitoring Board Policies, directions and priorities. The Principal’s

responsibilities involve the managing of the day to day academics and operational affairs of the organization through the implementation of Board Policies, directions and priorities, and timely reporting of the results of their implementation to the Board of Directors.

Monitoring

1. Included in Vice Chair's annual Governance Report.

Policy Number:	1.1.5 Governance Model
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Relevant Statutory /

Regulatory Linkages:

Corporate By-Laws

University of Western Ontario Affiliation Agreement

Policy Statement (Intent and Scope)

1. Bicameral Governance Structure

King’s University College operates under a bicameral governance structure, which provides for shared governance or the systematic input of faculty, administrators, staff and students into Board of Director decisions.

To ensure the effectiveness and success of the bicameral or shared governance model, all constituencies of the College – the Board, College Council, administration, faculty, staff, and students – have to make a serious effort to listen to and appreciate the views, interests and priorities of other groups in the College.

In Appendix 1 is a Governance Model Chart providing definitions on the roles and functions of the different components of the King’s University College Governance Model.

2. Governance Components

2.1 Voting Members of the Corporation

Voting Members of the Corporation are appointed by the Bishop of the Diocese of London. They are responsible for overseeing the Catholic foundation and traditions of the King’s University College and specific approval requirements as outlined in the Corporate By Laws.

2.2 Board of Directors

2.2.1 Voting Directors

Board of Director Members are elected to the Board by the Board of Directors subject to approval by the Voting Members of the Corporation. They are responsible for the overall governance of King’s University College.

2.2.2 Non-Voting Directors

Non-Voting Directors of the Board are appointed by the constituent body as per the Corporate By-Laws.

2.3 College Council

2.3.1 College Council is responsible for academic matters and ancillary administrative matters, subject to the approval of the Board of Directors. College Council will be composed of all full-time faculty, all full-time Administrative and Professional Officers, the Rector of St. Peter's Seminary (or designate), the Director of Campus Ministry, two representatives of the Board, nineteen students, four representatives of non-academic staff, and one representative of the Alumni Association. Part-time faculty and administrators will have voice but no vote.

2.3.2 Faculty Council is a subcommittee of College Council through which the College Council constitution allocates responsibilities to Faculty Council for program development, program reviews, and processes involving the UWO Senate.

2.3.3 The powers of College Council are articulated in a Constitution, approved by the Board of Directors. All amendments to the College Council constitution also require Board approval.

2.3.4 College Council may exercise influence on College decisions by recommending to the Board:

2.3.4.1 Strategic plans will be developed by the Planning Committee, a joint Committee of the Board and College. Three of the seventeen committee members will be Voting Directors of the Board;

2.3.4.2 Campus development plans developed by the Campus Development Committee, composed of the Property Committee of the Board and the Physical Plant Committee of College Council;

2.3.4.3 The annual operating budget prepared and recommended by the Budget Committee of College Council;

2.3.4.4 Six members to serve on the Principal Search Committee in accordance with the Policy on the Appointment of the Principal; and

2.3.4.5 From time to time, College Council will provide input directed to the Principal regarding operational policies, e.g. parking, sexual harassment, use of space, etc. as per authorities identified in its constitution.

2.4 Principal

2.4.1 The Principal is the pivotal person in making bicameralism work, explaining Board concerns and decisions to College Council, and College Council priorities and plans to the Board. Leading more through persuasion than authoritative command, the Principal must convince College Council and its committees to be mindful of the Board's priorities and concerns, especially the College's overall financial situation.

2.4.2 The Principal must represent the College community with its collegial ethos to the Board and insist on the importance of taking seriously internally generated recommendations.

2.5 Board and College Council Executive Committees

2.5.1 The Executive Committees of the Board of Directors and College Council will meet informally once a term to foster clearer understanding of their respective concerns, priorities and communication processes.

Monitoring

1. Included in Vice Chair's annual Governance Report.

Policy Number:	1.1.6 Board of Director Eligibility and Term Limits
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Relevant Statutory /

Regulatory Linkages: Corporate By-Laws

Policy Statement (Intent and Scope)

1. Eligibility

Voting Director of the Board eligibility will be assessed by the Nominating Committee based on the requirements of King’s University College Corporate By-Laws(s) plus the following additional Board Policy criteria:

- Cannot be a current member of the organization’s staff
- If a former employee of the organization, must not have been in the employ of King’s University College for a minimum of three (3) continuous years.

2. Term Limits

As a means to ensure ongoing structured Board refreshment with continuity, Board of Director Term Limits are to be utilized.

1. Each Director of the Board elected at an Annual General Meeting or Special Members Meeting will serve for three (3) years, after which they can be elected for another consecutive three year term, totalling six (6) consecutive years.
2. Board Chairs can be extended by up to two (2) years beyond the six (6) year, two (2) term limit.
3. Directors of the Board up for their three year renewal who are not re-elected are to leave the Board at that time, and the newly elected Directors of the Board will take on the open Board positions.
4. Directors of the Board who fulfill their six year term are not eligible for re-election to the Board of Directors for a three (3) year period.

5. With the approval of a Board motion, the Board can assign staggered end of term dates for current Directors of the Board in order to implement the Board of Director Term Limits Policy.

Monitoring

1. Included in Vice Chair's annual Governance Report.

Policy Number:	1.1.7 Board of Director Succession, Nominating and Orientation Programs
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

The Board of Directors will undertake structured programs to support succession planning and the nominating of new Directors of the Board, and the orientation of new Directors of the Board to fulfill their role on the Board of Directors of King’s University College.

1. Director of the Board Succession Planning and Nominating Process

The Board of Directors will undertake the following steps to support its Director of the Board succession planning and nominating processes:

- 1.1. Every year, the Board will, based on an agenda item at a regular Board Meeting, identify the skill sets required to support the Board’s work over both the shorter and longer terms related to following points:
 - 1.1.1. Anticipated retirements from the Board.
 - 1.1.2. Projects, changes or other initiatives that may require new / different or continuing skill sets on the Board.
- 1.2. Current Directors of the Board will, where feasible, provide a minimum of six (6) month notice to the Chair or designate of their intent to retire from the Board.
- 1.3. An inventory of skill set requirements will be prepared by the Board’s Nominating Committee, to support both Board succession and nominating initiatives, along with geographically representative candidates that reflect the cultural diversity of the communities served and other selection criteria. The skills identified do not need to be the sole determinant of a Board of Director member’s candidacy.
- 1.4. The Nominating Committee will source potential Board nominees by soliciting candidate names from current and past Directors of the Board, other agencies and

partners, community leaders, websites and other sources, including public advertising as appropriate based on the skills inventory, geographical and other criteria.

- 1.5. The Nominating Committee will meet with / interview perspective candidates to discern their interests, commitment to King's University College's Mission and Values, and availability; as well as share pertinent information and answer questions the perspective candidates may have.
- 1.6. In support of recruiting Board candidates, the Board of Directors will have a document prepared and updated annually that will identify the following:
 - 1.6.1. The meeting dates and number of Board meetings per year.
 - 1.6.2. Committee and related responsibilities, including two (2) year term limit on a Standing Committee.
 - 1.6.3. Special annual sessions / workshops, such as strategic planning, etc., and evaluation requirements.
 - 1.6.4. Other commitment requirements of a Board of Director member, along with clearly stated expectations.

2. New Directors of the Board Orientation Process and Eligibility Form Signing

The Board of Directors, supported by the Principal, will undertake a comprehensive orientation of new Directors of the Board to support them in fulfilling their roles and commitment as a Director of the Board of King's University College based on the following activities:

- 2.1. Establish a mentoring program, whereby a new Director of the Board, for a three to six month period, is associated with an existing Director of the Board so that they can ask questions and be briefed on Board practices, etc.
- 2.2. Develop a Director of the Board binder and / a USB thumb drive that includes the key materials, such as:
 - a) King's University College Corporate By-Laws;
 - b) Strategic Plan, including the Vision, Mission and Guiding Principles;
 - c) Audited Financial Statements;
 - d) Current year budget and financials on a year to date basis;
 - e) Board Governance Policy;
 - f) Board Policies;
 - g) Key measures and statistics on organizational programs, services, performance and other elements;
 - h) Organizational chart and Governance Configuration Chart;

- i) The annual meeting schedule for the Board and Committees' and any known task forces;
 - j) Other appropriate materials.
- 2.3. The Chair or designate, along with the Principal, will host a new member Board orientation session, at which existing Directors of the Board can attend, that will undertake the following:
 - 2.3.1. Review the core commitments and responsibilities of the Board of Directors and individual members of the Board.
 - 2.3.2. Review of the binder documentation provided, including a review of organization structure, services and financials.
 - 2.3.3. Outline the practices of the Board in terms of agenda preparation, Board meeting practices, receipt of information / Board packages, etc.
 - 2.3.4. Profile strategic planning directions and priorities.
 - 2.3.5. Outline the Governance Model and Board Policies.
 - 2.3.6. Answer questions of clarification, etc.
 - 2.3.7. Identify committee memberships and operations.
 - 2.3.8. Undertake other tasks as appropriate.
- 2.4. A new Board of Directors member will at this time, sign the Director Eligibility Form required in the *Not for Profit Corporations Act, starting July 2019*.

Monitoring

Completed annually by the Chair with improvement comments from Directors of the Board, reviewed and implemented as appropriate.

Policy Number:	1.1.8 Corporate Officers
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Relevant Statutory /

Regulatory Linkages:

King's University College Corporate By-Laws

Policy Statement (Intent and Scope)

The election of Officers will be undertaken by the Board of Directors as follows:

1. If an Officer's position becomes vacant during the one-year term, then the Board of Directors can fill the position until the next Annual General Meeting. The Director of the Board filling such a position will have all the authorities and responsibilities of the position during that time frame. If the Officer position being filled is the Chair, this appointment will require Voting Members of the Corporation approval.
2. Directors of the Board cannot be an Officer beyond that Director's Board term limit as prescribed in the Corporate By-Laws except for an additional two (2) years for a Board Chair if they are appointed Chair in their sixth year on the Board.
3. The Principal to be ex-officio Officer of the Corporation.

Monitoring

Included in Vice Chair's annual Compliance Report

Policy Number:	1.1.9 Annual Board Goals and Self-Evaluation
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Relevant Statutory / Governance Policy 1.4.3

Regulatory Linkages:

Policy Statement (Intent and Scope)

1. Board Goals

Each year, the Board will set annual goals for the Board to achieve in support of its governance responsibilities, including leadership and other roles.

- 1.1. From the annual review of the Strategic Plan and the Board’s self-evaluation, the Board will develop a set of goals for itself for the coming year.
- 1.2. The Board goals will be approved at the same meeting they are developed at or at the next Board meeting.
- 1.3. The Chair, supported by the Board, will assign the research, development and recommendations formulation for each of the Board’s goals to the Board as a whole, or a group of Directors of the Board, e.g. Standing Committees or Task Force.
- 1.4. The Board will identify desired consultation activities, timelines and related actions for developing recommendations in support of each Board goal.
- 1.5. The Board, each year, will review its goals and determine those that have been completed, those to be carried forward, those to be terminated and new ones to be added.

2. Board Self-Evaluation

The Board will annually administer and then discuss a self-evaluation of the Board’s performance and activities:

- 2.1. In the spring of each year, the Chair will finalize a Board self-evaluation questionnaire / instrument and circulate it digitally or via hard copy, to Directors of the Board with a firm return date.
- 2.2. Directors of the Board will complete the survey independently, and submit it to the Chair signed.

- 2.3. The Chair will report on the results of the survey, and present the Chair's recommendations to the Board at its subsequent meeting.
- 2.4. The Board will discuss the report and undertake the following:
 - 2.4.1. Approve the recommendations to improve Board performance and amending Board processes;
 - 2.4.2. Approve recommendations for amending the Board self-evaluation process for future years.
- 2.5. The Chair will develop an action plan to implement the amendments and actions approved by the Board from the Board self-evaluation process.

Monitoring

Completed annually by the Chair, and documented in Board minutes.

Policy Number:	1.1.10 Board Conflict of Interest
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Relevant Statutory /

Regulatory Linkages:

Corporate By-Laws

Provincial Government regulations as applicable

Policy Statement (Intent and Scope)

King’s University College wishes to ensure Conflicts of Interest do not occur and impede its work, and credibility of King’s and its Board. The Board will ensure transparent decision-making and compliance with legislative, regulatory and funder requirements.

1. Application of Policy

This Policy applies to:

- 1.1. All Board of Directors (Voting and Non-Voting), King’s University College Voting Members of the Corporation, Officers and the Principal.
- 1.2. Dependent and supported individuals e.g.: spouses (formal marriage or common laws), a child, natural or adoptive parent, grandparent, grandchild, brother or sister where natural, adoptive or by marriage of a Director, Corporate Voting Member, Officer or the Principal.
- 1.3. Other family member(s) who reside in the same household as a Director, Voting Member, Officer, or Principal, or share living quarters under circumstances that closely resemble a marital or partner relationship.
- 1.4. Private companies controlled by a Director of the Board, Corporate Voting Member, Officer, Principal, their spouse or minor children.
- 1.5. All Board Directors, Voting Members of the Corporation, Officers, and Principal, who will be given a copy of the Conflict of Interest Policy and be asked to read and sign it before their first Board or Committee meeting, and annually thereafter.

2. Definition and Practices

A Conflict of Interest exists when:

- 2.1. Any Board Director, Corporate Voting Member, Officer, or Principal or close relative of a Director, Corporate Voting Member, Officer, or Principal or the employer of any

of the foregoing, has an interest in an issue, matter or transaction in which King's University College has an interest in.

- 2.2. When any Director, Corporate Voting Member, Officer, or Principal or a close relative of a Director, Corporate Voting Member, Officer, or Principal acts as an agent, representative or spokesperson for any person, business, group or organization, in order to influence King's University College on any issue, matter or transaction.
- 2.3. An individual or organization has interest for purposes of this policy if he, she or it:
 - 2.3.1. Is an agent for a person or organization with an identified goal of influencing a decision by King's University College.
 - 2.3.2. Would experience a material economic gain or loss from a decision by King's University College on an issue, matter or transaction identifiably different from the economic gain or loss that would be experienced by:
 - (a) A member of the general public
 - (b) The holder of less than five percent (5%) of the equity in any business entity.

3. Conflict of Interest Process

- 3.1. Any Director who has a pecuniary interest or other conflict on any matter which is subject of consideration by the Board must orally disclose the interest and its general nature before any consideration of the matter at a Board meeting of King's University College.
- 3.2. Stated conflicts will be noted in the appropriate Board meeting minutes.
- 3.3. The minutes of the meeting at which the disclosure of any conflict of interest is made shall reflect that the disclosure was made and whether the person with the conflict withdrew after making full disclosure of the matter in question and the nature of the conflict, and was not present for the final discussions of the matter and any vote taken on that matter.
- 3.4. The Director with a Conflict of Interest must refrain from any meeting discussions of any type on the topic for which a conflict has been disclosed, unless at the Board's discretion with an approving Board motion, the Board allows their participation in the discussion, and leave the meeting during any discussion and / or vote on the item.
- 3.5. No Director can participate in a vote on a motion they have a Conflict of Interest with or attempt to influence a vote on such a motion.

3.6. The Board quorum can be reduced for a Board meeting by the number of Directors of the Board that have a Conflict of Interest for only those motions for which a conflict exists and has been disclosed.

4. Potential or Actual Breach in Declaring a Conflict of Interest

4.1. Any potential breach of a Conflict of Interest declaration responsibility by a Director of the Board can be identified by other Directors of the Board, the Principal, or other source to the Chair or designate.

4.2. If identification of such a breach comes forward, the Board will take any such potential breach seriously.

4.3. The Board, voting through an approved motion, or the Executive Committee acting within its authorities, can authorize at its own discretion, the Chair or Vice Chair or the Principal, to seek a legal opinion on a possible conflict of interest breach. The Board or Executive Committee will establish the scope, terms and conditions for such a legal opinion. Only the Board can authorize the securing of a legal opinion on a Board matter.

4.4. With or without a legal opinion, the Board solely will determine if a Director of the Board has breached the Conflict of Interest Policy.

4.5. If the Board, via a motion, decides there is no breach of the Conflict of Interest Policy, the matter is concluded from a Board perspective unless a legal intervention occurs.

4.6. If the Board decides through an approved motion, that a breach has occurred, the Board can establish sanctions on the identified Director of the Board or members based on:

4.6.1. Materiality

4.6.2. Frequency

4.6.3. Level of certainty of the Directors intent to breach.

4.7. Any sanctions applied by the Board are at its discretion, and can involve a:

4.7.1. Verbal warning and academic requirements on the Conflict of Interest Policy for minor infractions.

4.7.2. Written warning with consequence defined for any future breaches for moderate infractions.

4.7.3. Recommendation of termination from the Board to a Voting Members of the Corporation' Meeting (AGM or Special) based on the process outlined in the King's University Colleges' Corporate By-Laws.

5. If an agenda item involves directly or indirectly a relationship conflict involving the Chair and/or Vice-Chair, the Chair and Vice-Chair will withdraw from their roles for that agenda item and the Directors of the Board will elect a Presiding Officer for that item only.

Monitoring

Conflicts of Interest are called for at all regular and special Board meetings by the Chair and recorded in the minutes.

Policy Unit:

1.2 Roles and Responsibilities

Policy Number:	1.2.1 Board of Directors' Role
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Relevant Statutory /

Regulatory Linkages:

Corporation Act of Ontario

Not for Profit Corporations Act of Ontario, 2010.

Corporate By-Laws

Policy Statement (Intent and Scope)

The role of the Board of Directors focuses on the following responsibilities:

1. Oversight Accountability

- 1.1. To be responsible for the legal, financial, programs and services and other operational accountabilities and responsibilities of King's University College.
- 1.2. To ensure the on-going sustainability, credibility and ability of King's University College to realize its Mandate, Vision, Mission and Guiding Principles as a Catholic post-secondary academic institution.
- 1.3. To ensure the organization operates within the requirements of all relevant statutory, regulatory and funder requirements and the Corporate By-Laws.
- 1.4. To liaise with and oversee the agreements and relationships between King's University College and King's University College Foundation.

2. Strategic and Operational Accountability

- 2.1. To establish the strategic directions, priorities and outcomes of the organization, and to regularly monitor their achievement / progress.
- 2.2. To set annual organizational goals and outcomes (Annual Work Plan), ensuring their measurement and receiving regular reporting from the Principal on what is being achieved.
- 2.3. To approve an annual budget, and to regularly monitor budgetary performance, variances, compliances and priorities.
- 2.4. To initiate, approve and review Board Policies and monitor their achievement and outcomes.

3. Principal

- 3.1. To recruit, evaluate, discipline and terminate the Principal, based on Corporate Voting Member approval as per the Corporate By-Laws and the Policy on the Appointment, Review and Renewal of the Principal.
- 3.2. To establish Executive Limitations / Requirements for the Principal's position that defines the position's authority to act, and to monitor performance within the limitations / requirements established for the position.

4. Representation and Advocacy

- 4.1. To undertake directly and / or to facilitate strong working linkages with the direct and aligned service sectors, partners, communities and publics served by King's University College.
- 4.2. To advocate Catholic academic opportunities that meet the evolving needs of the communities served.

Monitoring

Reviewed every three years by the Board and amended as approved.

Policy Number:	1.2.2 Individual Board of Directors' Roles
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

The following points represent the roles and responsibilities of individual Directors of the Board acting as a member of the Board of Directors of King’s University College.

1. To attend Board of Director meetings as identified in the Corporate By-Laws and related Board Policies, giving prior notice to the Chair or designated staff if unable to attend.
2. To read meeting materials and to undertake appropriate research prior to Board and related meetings in order to facilitate active engagement in meeting discussions and votes.
3. To actively participate in Board and related meetings, providing and encouraging a diversity of views and inputs, being open-minded and listening to all views throughout the course of the deliberations.
4. To support efforts to reach a decision on individual items being addressed at Board and related meetings.
5. To perform the role of a Board of Director member as per the Board of Directors’ Code of Conduct in the Governance Policy.
6. To actively advocate for the enhancement and value / importance of King’s University College in the communities served in a manner consistent with Board Policies.
7. To communicate with sector and community members on the organization’s initiatives, directions, decisions, events, consultation programs, planning and other activities.
8. To undertake research, attend training forums, participate in Director development opportunities and to undertake other actions that support a Director of the Board to be informed on opportunities, issues, trends and policies associated with the King’s University College’s mandate.

Monitoring

Reviewed every three years by the Board.

Policy Number:	1.2.3 Board of Directors' Code of Conduct
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

1. Director Code of Conduct

This Board Policy applies in its entirety to Voting and Non-Voting Directors of the Board. All Directors of the Board will act within the following conduct parameters:

- 1.1. Directors will avoid conflicts of interest, (pecuniary or otherwise) and when they do occur, report them on a timely basis to the Chair, or as required by any relevant statute, Corporate By-Laws and the Board's Conflict of Interest Policy.
- 1.2. Any contractual relationships between a Board of Director member and the organization must conform to all Governance and Board Policies and not contravene confidentiality or related statutory, regulatory or funder requirements.
- 1.3. Directors agree to respect and fully practice the confidentiality requirements of in-camera discussions per relevant statutes and Governance and Board Policies.
- 1.4. Directors are not to facilitate employment, or financial benefits or preferential treatment within the organization for themselves, family members or close associates. If a Director is pursuing an employment opportunity with King's University College they must temporarily withdraw from Board of Director deliberations, voting and access to information.
- 1.5. Individual Directors of the Board will not act in any way that usurps the collective authority of the Board of Directors.
- 1.6. Directors of the Board are encouraged to contact the Principal or designate(s) to source information in order to fulfill their responsibilities, while being aware of the impacts these requests may have on organizational resources and priorities.
- 1.7. Directors of the Board will agree to not speak officially on behalf of the organization unless delegated the role by the Chair or an approved motion of the Board.

- 1.8. Directors of the Board will treat all people with respect and fairness at all times.
- 1.9. Directors of the Board agree that once they are no longer a member of the Board of Directors of King's University College they will not divulge in-camera, confidential or private information, data or materials under any circumstances, except where legally required.

2. Director Sanctions for a Code of Conduct Breach

- 2.1. The Board can sanction, at its discretion, any of its members for any breach of the Code of Conduct, including disclosing confidential information from in-camera meetings or any document cited as private and / or confidential that has not been approved for public disclosure by the Board.
- 2.2. A Director of the Board or members who exhibits abusive or disrespectful behaviour or foul language, threatens another Director of the Board, or exhibits any other unacceptable or disruptive behaviours at any Board or Member's meeting, will be responded to as follows in that meeting:
 - 2.2.1. The Chair will ask the offending Director to desist and to apologize. If they agree, the meeting will continue.
 - 2.2.2. If they don't agree or apologize, the Chair will call for a motion to sanction the Director or Directors, and that they are to leave the meeting. If they refuse to leave and / or the quorum is lost, the Chair will terminate the meeting.
 - 2.2.3. After the meeting, the Chair and Vice Chair, or one other Director if the Director in question is the Vice Chair, will meet with the removed Director or Directors to determine the issues and to secure a remedy consistent with the Corporate By-Laws, approved Governance and Board Policies and any regulatory or legal requirements. If an impasse occurs, the issue will go to the Board of Directors for discussion and direction at the Board's sole discretion.
 - 2.2.4. If the behaviour occurs at any future meeting by the same Director or Directors, the Chair will call for a motion to recommend to the Voting Members of the Corporation to call a Special Members Meeting to have the Director or Directors removed from the Board and a new Director or Directors elected to complete the term of the removed Director or Directors.
 - 2.2.5. If the Chair is the person expressing abusive commentary or refuses to conform to the Code of Conduct or Governance and Board Policies, the Vice Chair has the authority to intervene by stopping the Board meeting and

calling for a Board vote on an appropriate sanction of the Chair that could involve a motion indicating the Chair's comments or behaviour are unacceptable, and asking them to desist and give an apology and / or retraction, or any other sanction up to and including removing the Chair from the meeting and possibly recommending a motion for the Voting Members of the Corporation to remove the Chair of the Board from Office and possibly as a Director.

3. Breach of Confidential Information

3.1. If a Director or Directors breach confidentiality of private and / or confidential information or the confidentiality of in-camera Board or Committee meetings / sessions, the Board can, at its sole discretion, apply the following sanctions based on their assessments of materiality, frequency and intent for each potential breach:

3.1.1. Verbal warning and academic requirements on the Code of Conduct and / or Confidentiality Policies and requirements for minor infractions.

3.1.2. Written warning with consequence defined for any future breaches for moderate infractions.

3.1.3. Recommendation of termination from the Board to a Members' Meeting (AGM or Special) based on the process outlined in King's University College's Corporate By-Laws.

Monitoring

1. All breaches to be cited in regular or special Board meeting minutes as appropriate.
2. Any action taken by the Chair in this regard is to be documented and placed in a designated Board file.

Policy Number:	1.2.4 Chair, Vice Chair and Secretary / Treasurer Roles
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Relevant Statutory / Corporate By-Laws

Regulatory Linkages:

Policy Statement (Intent and Scope)

1. Chair

The Chair of the Board of Directors is the responsible person to ensure the effective operation of Board of Director processes. This person is impartial in this role and has significant responsibilities in representing the organization. The following are the key roles and responsibilities:

- 1.1. To facilitate preparation of all Board of Director meeting agendas, including regular and special meetings in consultation with the Principal and Secretary.
- 1.2. To attend and chair all Board of Director meetings, relying on the organization’s By-laws and Governance Policies to manage the meeting processes.
- 1.3. To ensure that the Board’s deliberations are timely, fair, orderly, respectful and thorough, but also efficient, limited to time and kept on point.
- 1.4. To make decisions that are identified for the Chair within the By-laws and / or Governance and/or other policies.
- 1.5. To ensure the Principal’s annual review is completed in accordance with Board Policy.
- 1.6. The Chair’s authority does not extend to interpreting Board policies to, or otherwise directly supervising or directing the Principal.
- 1.7. To represent the organization at meetings, forums, conferences, etc. or to assign designates where appropriate.
- 1.8. To be a member of all Board of Directors committees and working groups unless otherwise approved by the Board.

- 1.9. To coordinate with the Board the naming of Directors to committees and working groups, and to seek input from the Principal on Committee and task force staff placements.
- 1.10. To ensure that the work of committees and working groups is proceeding as directed by the Board of Directors, and is integrated into Board of Directors' meeting agendas on a timely basis.
- 1.11. To implement and oversee the Board of Directors' Code of Conduct, speaking to/ working with individual Directors on interpretation, compliance and related considerations.
- 1.12. To sign approved Governance and Board Policies, contracts and legal documents / agreements.
- 1.13. To report to each Annual General Meeting of Voting Members of the Corporation of King's University College concerning the governance of King's University College.
- 1.14. To undertake other duties and tasks as assigned by the Board.

2. Vice Chair

The Vice Chair is responsible for supporting the Chair, undertaking specific assignments and can be part of the Board's leadership succession plan. The following are the key roles and responsibilities of the Vice Chair:

- 2.1. To undertake the Chair's role as designated by the Chair when the Chair is not available.
- 2.2. To provide advice to the Chair on Board governance and other topics as requested by the Chair or felt by the Vice Chair to be appropriate.
- 2.3. To assume the Chair's role in the case of an emergency absence of the Chair until the Chair's return.
- 2.4. To undertake Governance Policy monitoring tasks as outlined at the end of each Governance Policy.
- 2.5. To attend Board of Director, and any assigned meetings as required.
- 2.6. To undertake other tasks and / or leadership roles as assigned by the Chair and / or the Board.
- 2.7. While the Vice Chair may succeed the Chair, succession is not automatic and is subject to election in accordance with the Board's Governance Policies and the Corporate By-laws.

3. Treasurer

The Treasurer is responsible to oversee on behalf of the Board, and to report to the Board directly or have the Principal or designate report on the financial and audit results and functions of King's University College. The key roles and responsibilities are:

- 3.1. To attend Board and assigned meetings as required.
- 3.2. To work with the Vice-Principal of Finance and Support Services to assist the auditor in the preparation of the financial statements of the Corporation;
- 3.3. To ensure that auditors are retained annually, making periodic recommendations to the Board regarding auditing firms and to ensure that auditors are performing their duties.
- 3.4. To provide to the Board whenever required an account of all his or her transactions as treasurer and of the financial position of King's University College.
- 3.5. To Chair the Finance and Investment Committee of the Board.
- 3.6. To undertake other tasks and / or leadership roles as assigned by the Chair and / or the Board.

4. Secretary

The Secretary is responsible to oversee, on behalf of the Board, and to report to the Board directly or have the Principal or designate report on all contacts, records management, relevant correspondence and related corporate secretarial activities of King's University College. The key roles and responsibilities of the Secretary are:

- 4.1. To attend Board and assigned meetings as required.
- 4.2. To enter or cause to be entered in minutes books all minutes of all Board proceedings.
- 4.3. To attend directly, or on a delegated basis, to correspondence of the Board as required by the Chair.
- 4.4. To give or cause to be given, as and when instructed, all notices of Board of Directors meetings
- 4.5. To be the custodian of the corporate seal of King's University College and of all books, papers, records, documents and other instruments belonging to King's University College or to ensure their safe keeping by a designated staff person except when some other office or agent has been specifically appointed by the Board for that purpose.
- 4.6. To perform such other duties as may from time to time be designated by the Chair of the Board.

5. Past Chair

The immediate past Chair of the Board; or if that individual is unable or unwilling to act as an ex officio voting Director, the next most immediate past Chair of the Board shall be appointed as an ex officio voting Director. The Past Chair acts as a resource to the Chair and the Board providing input and raising awareness of policies, process and of historical perspective as appropriate. The key roles and responsibilities of the Past Chair are:

- 5.1 To provide guidance to the current Chair, especially in a Chair's first year.
- 5.2 To participate in the orientation of the new Chair.
- 5.3 To contribute to Board orientation for both returning and new Board Members, and to contribute to ongoing training for board members as necessary.
- 5.4 To mentor and act as a resource to new Board members.
- 5.5 To mentor and act as a resource to Chair succession candidates.
- 5.6 To Chair the Nominating Committee if requested by the Executive Committee of the Board.
- 5.7 Normally, the Past Chair will be a member of the Executive Committee.
- 5.8 To complete other tasks as assigned by the Chair or the Board of Directors.

Monitoring

Reviewed a minimum of every three years, and amended as appropriate, with recording in Board meeting minutes.

Policy Number:	1.2.5 Roles, Accountability, Evaluation and Recruitment Framework of the Principal Position
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

1. Alignment

The Principal’s contract, mandate, position description, and annual evaluation will all be aligned and integrated to ensure clarity and consistency.

2. Framework

The Principal is the Board of Directors’ sole employee and connecting point to King’s University College’s faculty, staff, students and other stakeholders.

The Principal is responsible to the Board of Directors, acting as a corporate body through the Chair, for the regular management and operation of the King’s University College. The Principal will:

- 2.1. Ensure appropriate systems and structures are in place for the effective management and control of all corporate resources, including the employment, development, direction and discharge of all employees of King’s University College;
- 2.2. Ensure structures and systems for the development, implementation, evaluation and recommendation of new and existing King’s University College academic programs and services;
- 2.3. Prepare, submit and evaluate annual operational and capital budgets to the Board;
- 2.4. Establish an organizational structure to ensure accountability of all staff for fulfilling the operational requirements of the Mission, Mandate, and Strategic Plan of King’s University College;

- 2.5. Provide leadership in support of the Board's responsibility to develop and periodically review the Strategic Plan and Annual Work Plans of King's University College;
- 2.6. Develop and foster the values, culture and philosophy of King's University College;
- 2.7. Be responsible for the payment by King's University College of all salaries and amounts due from and owing by the organization which fall within the purview and scope of the approved annual budget as outlined in the Executive Limitations Requirements or as may otherwise be established from time to time by resolution of the Board;
- 2.8. Notify the Board of any matter about which it should have knowledge, particularly serious occurrence and incidents reports and others as per Board Policies;
- 2.9. Speak on behalf of King's University College on academic programs and operational matters but not corporate, governance or policy items, unless designated by the Chair or a approved Board motion;
- 2.10. Be responsible to the Board for taking such action as considered necessary to ensure compliance with the Corporate By-Laws and all relevant statutory, regulatory and funder requirements;
- 2.11. Be an ex-officio member of the Board and report to the Board on any matters about which it should have knowledge;
- 2.12. Perform other relevant duties as directed by the Board or outlined in Board Policies or the Principal's Position description
3. The Board of Directors provides direction to the Principal through its written Board Policies, motions, a written position description, an annual performance appraisal and Executive Limitations/ Requirements.
4. The Principal is responsible for interpretation of Board Policies where discretion is provided, the implementation of Board Policies and the provision of monitoring reports to the Board as outlined in individual Board Policies.
5. The Principal will ensure that written Operating Policies, Professional and Technical Standards Standards and Procedures are developed to effect the implementation and evaluation of each Board Policy and the organization's day to day activities as follows:
 - 5.1. Ensure a process is in place to identify, on a timely basis, all areas and activities in need of written Operating Policies, Professional and Technical Standards and Procedures or amendments to existing ones.

- 5.2. Develop directly, or delegate development, of written Operating Policies, Professional and Technical Standards or Procedures based on appropriate research, consultation and assessment.
- 5.3. Sign all written Operating Policies, Professional and Technical Standards and Procedures indicating their approval for implementation.
- 5.4. Ensure a review of all written Operating Policies, Professional and Technical Standards and Procedures at a minimum of once every three years or sooner if events or information exists that indicates such a need.
6. The motions of the Board of Directors are binding on the Principal unless otherwise identified in a regulatory or statutory act, funder agreement, or Corporate By-Laws.
7. Individual Directors, Officers, standing and ad hoc committees, work groups, etc. do not have the authority to make binding decisions on the Principal, except where identified in a Board Policy, the Board approved constitution of College Council, or approved by a Board motion.
8. When individual Directors and committees or work groups require information or support from the Principal or designates to fulfill their roles and responsibilities, the Principal will undertake best efforts to respond on a timely basis, but may choose to decline or refer such requests to the Board of Directors for approval if such requests were to unduly impact the organization's operations, or have other impacts that may contravene Board Policies, funder policies, legislative and regulatory or Corporate By-Laws requirements.
9. The Principal has the sole responsibility for the direction of and accountability for the organization's faculty and staff, having full responsibility for the selection, evaluation and direction of their responsibilities within the Executive Limitations / Requirements, Human Resources or other relevant Board Policies.

Monitoring

1. To be part of the Principal's annual Performance Appraisal and documented in their personnel file.

Policy Number:	1.2.6 Principal Annual Review
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

1. The purpose of the annual Principal performance evaluation is:
 - 1.1 To strengthen the Principal-Board relationship so as to allow the Principal and Board to meet mutually-agreed upon strategic goals and clarify responsibilities;
 - 1.2 To provide constructive feedback to the Principal in a timely and evidence-based fashion;
 - 1.3 To allow the Board to determine whether it is appropriately and effectively supporting the Principal; and
 - 1.4 To inform annual decisions on compensation for the Principal.

Responsibility

2. Annual assessment of the Principal's performance is part of the governance framework of King's University College and is a key responsibility of the Board of Directors as follows:
 - 2.1 The Board delegates to the Executive Committee responsibility for the development of the Principal's Annual Performance Plan.
 - 2.2 The Board delegates to the Executive Committee responsibility for the process of conducting the annual performance evaluation and providing a recommendation to the Board with respect to the annual compensation framework.
 - 2.3 Informal confidential performance discussions are held as required throughout the year between the Principal and Board Chair.

Process

3. There are two parts to the Principal's Annual Performance Evaluation process: goal setting through the annual Performance Plan and evaluation.

3.1 Process for Principal's Goal Setting/Performance Plan

- 3.1.1 The Board Chair and Principal meet (in person or by telephone) prior to the start of the fiscal year to discuss a Performance Plan for the coming year. The goals outlined in the Performance Plan should be linked to the strategic plan and to other strategic directions approved subsequently by the Board of Directors. Additional goals may be added that relate to the overall management of the organization and its staff.
- 3.1.2 Following this meeting, the Principal drafts a Performance Plan for the coming year, linked to the strategic plan and other strategic directions approved by the Board, providing it to the Board Chair for feedback.
- 3.1.3 The Board Chair reviews the Performance Plan, discusses as required with the Principal, and presents it to the Executive Committee for its consideration.
- 3.1.4 The Executive Committee meets to consider the Performance Plan, and to recommend its approval to the Board. (Note: at this same meeting, the Executive Committee will consider the Principal's performance evaluation for the previous year, as a separate item on the agenda.)
- 3.1.5 The annual Performance Plan is provided to the Board for approval at its regularly scheduled April meeting.

3.2 Process for Principal's Evaluation:

- 3.2.1 The Principal provides a written confidential self-assessment to the Board Executive Committee. This self-assessment is central to the performance evaluation process.

3.2.2 The Principal's Self-Assessment relates directly to the mutually-agreed on goals developed by the Principal as part of the Performance Plan that was approved by the Board of Directors in the previous year. Other information that may be included is:

3.2.2.1 Achievements or aspects of the past year that have been especially rewarding;

3.2.2.2 Any challenges that have arisen in the past year, and efforts that have been made to resolve these;

3.2.2.3 Relevant information about relationships with students, staff, Board members, faculty, alumni and other stakeholders;

3.2.2.4 Any personal matters that may be strengthening or providing challenges to the work of the Principal;

3.2.2.5 Proposed professional development in the coming year.

3.2.3 The Principal provides the Board Executive Committee with a list of potential names of up to twenty (20) people to provide input into a 360 review. These will normally include participants selected from student leaders, faculty, senior staff, alumni, community leaders and stakeholder or partner groups.

3.2.4 The Board Executive Committee will select up to twenty (20) names and contact individuals to provide input into a 360 review using a common set of questions. The draft questions are to be discussed with the Principal and modified by the Executive Committee if they agree with the Principal's comments. If they do not agree with the Principal's comments on the questions to be used in the 360 review, the Principal, at their discretion, can cite their concerns and/or alternatives in their final response to the results of the 360 review that is to be attached to the Executive Committee's report to the Board.

3.2.5 A 360 review of the Principal will not occur in the year of a Principal's renewal.

3.2.6 In any given year, the Board Executive Committee may choose to request an external party to conduct a more formalized 360 feedback process.

3.2.7 In any given year, the Board Executive Committee may request a formal compensation review to be conducted by an external party.

3.2.8 A meeting of the Executive Committee will be held to consider the following:

- a. The Principal's self-assessment;
- b. Results of the 360 feedback ensuring confidentiality for each engaged informant to the process;
- c. Recommendation to the Board of a discretionary performance bonus for the past year; and
- d. Recommendation to the Board of a compensation framework for the coming year.

At the discretion of the Executive Committee, the Principal may be asked to join all or part of this meeting.

3.2.9 Following the meeting, the Board Chair will provide feedback from the Executive Committee to the Principal. The Principal will be provided the opportunity to formally respond to the input received in the 360 process and the Principal's response will form part of the Executive Committee's report to the Board.

3.2.10 At its next regularly scheduled meeting, the Board will meet *in camera* to discuss the Principal's performance evaluation. The Board will be provided in advance with the Principal's self-evaluation.

The meeting will be structured as follows:

- e. The Board receives for approval the annual Performance Plan for the coming year, as recommended by the Executive Committee.
- f. The Board Chair provides the Board with the feedback from the Executive Committee on the performance evaluation for the previous year, summarizing the discussion of the Executive Committee and results of the 360 feedback process.
- g. The Principal joins the Board to discuss his/her self-assessment. The Board has an opportunity to ask questions about the self-assessment. It may also discuss the Principal's Performance Plan for the coming year.

- h. The Principal leaves, allowing the Board to have an *in camera* discussion of the results of the performance evaluation process.
 - i. The Board considers the recommendation of the Executive Committee with respect to the performance evaluation and approves any performance bonus for the previous year and salary increase for the coming year.
- 3.2.11 Following the Board meeting, the Board Chair will meet with the Principal as soon as possible to summarize the Board's discussion. This will be followed by a written, confidential communication from the Board Chair to the Principal confirming the results of the discussion and any changes to the compensation. Confirmation of any changes to compensation will be provided, in confidence, to the King's University College Director of Human Resources.

3.3 Review of performance evaluation policy

- 3.3.1 The Board shall annually, at the same time as the annual review, evaluate, confirm and ratify the policy and process for the Principal performance appraisal. As part of the Board's review, the Principal is invited to provide comments on the process.
- 3.3.2 Amendments to the Principal's Annual Review Process will be made based on mutual agreement between the Board and the Principal during the Principal's term in office. The Board can amend the process before a new Principal is recruited or when an incumbent Principal is renewed.

3.4 Confidentiality

All materials produced as part of the performance evaluation, including the result of any discussions that form part of this process, are highly confidential. A summary of the Board's decision with respect to compensation will be shared on a confidential basis with the Director of Human Resources of King's University College and will be kept in a secure file.

The Board Chair and Principal must mutually agree on the release of any communications to members, staff or publicly that is related to the performance evaluation process.

Monitoring

The policy will be reviewed a minimum of once every three years or more often as required.

Policy Number:	1.2.7 Search and Appointment of the Principal of King's University College
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Relevant Statutory / Corporate By-Law

Regulatory Linkages:

Policy Statement (Intent and Scope)

The Board of Directors of King's University College (the "Board") is responsible for the recruitment, of the Principal of King's University College. There is a deep commitment throughout these processes to the principles of transparency balanced by confidentiality and the need for consultation with representatives of King's and the broader community. While benefiting from such broad consultation, the ultimate decision-making power and responsibility for the transition of executive leadership of King's rests with the Board through a recommendation to the Voting Members of the Corporation.

King's University College is committed to Employment Equity, welcomes diversity in the workplace, and encourages applications from all qualified individuals, regardless of race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, record of offences, marital status, family status or disability.

1. Principal's Search Committee

1.1 When there is a vacancy or impending vacancy in the position of Principal, the Chair of the Board will convene and appoint, on recommendation from the Board of Directors, a *Principal's Search Committee* to advise the Board on an appropriate appointment for this role. The Search Committee will operate as an advisory committee to the Board, and is tasked with making recommendations as the Board proceeds through the selection process for the next Principal for King's.

1.2 Prior to appointing and convening the Search Committee, the Executive Committee of the Board will conduct a process that is in keeping with King's procurement policies to secure proposals from several potential recruitment consultants to assist the selection process. The Executive Committee will review the proposals received through that process and will then appoint a Recruitment Consultant to assist in the selection process or delegate the selection of a recruitment firm to the Search Committee.

1.3 The members of the Search Committee will include:

- 1.3.1 Chair of the Board of Directors;
- 1.3.2 Five (5) additional Voting Directors of the Board, including the Past Chair and/or the Vice Chair of the Board of Directors;
- 1.3.3 the Foundation Board representative to the Board of Directors;
- 1.3.4 One (1) Corporate Voting Member, nominated by that body;
- 1.3.5 Four (4) full-time members of King's Faculty, nominated by College Council;
- 1.3.6 One (1) King's Professional Officer, nominated by College Council;
- 1.3.7 One (1) King's Non-academic Staff member, nominated by College Council;
- 1.3.8 One (1) King's Students' Council Executive member, nominated by that body;
- 1.3.9 One (1) member of the Senior Administration, nominated by that body.
- 1.3.10 One (1) member of the Principals' Group, nominated by the Vice-Principals of King's;
- 1.3.11 One (1) member of the King's University College Alumni Association Executive Committee who is not an employee of King's University College, nominated by the Alumni Association Executive Committee;
- 1.3.12 The King's Director of Human Resources (non-voting).
- 1.3.13 Any of the Search Committee members appointed from the Alumni Association, the full-time faculty or staff, and the KUCSC Executive may be serving, concurrently, on the Board of Directors, but such service is not required for appointment. The Chair of the Board shall either elect to serve as Chair of the Search Committee, or shall appoint a Chair from

among the Voting Directors of the Board to serve on the Search Committee.

- 1.3.14 All members of the Search Committee, whether Elected Directors or others representing the King's community, will be expected to adopt an impartial, transparent role throughout the process. Members who are unable to set aside their own interests in order to pursue the broader best interests of King's will place themselves in a conflict of interest. No person can serve on the Search Committee if it is deemed that a conflict of interest existed prior to appointment or develops during the search, evaluation and selection process.

2. Procedures for the Selection of a King's Principal

The Chair of the Board, prior to the Search Committee beginning its work, will involve the Board of Directors in the process of identifying the required qualifications, skills and attributes for the role of Principal, and in outlining the process to be utilized in selecting a Principal.

Without limiting the role of the Board in defining this procedure, it is anticipated that the following elements will be included in the procedure for selection of the Principal:

- 2.1 The work of the Search Committee will benefit from the administrative support of the Director of Human Resources, the Board Secretary, and the Office of the Principal, where appropriate. The Director of Human Resources will maintain a central role in supporting the Search Committee to ensure appropriate adherence to employment standards, applicable legislation and best practices.
- 2.2 The incumbent Principal shall not be a member of the Search Committee. This restriction in no way precludes the Search Committee from seeking the advice of the current Principal throughout the search and evaluation process.
- 2.3 Where a member of the Search Committee consents to be a candidate for the position of Principal, they shall immediately cease to be a member of the Search Committee.

- 2.4 A comprehensive position prospectus/profile will be created in the early stages of this process, and that document will be shared with the King's community, with an opportunity for feedback prior to its approval by the Board and prior to the invitation of candidates or nominations for the role of Principal.
- 2.5 The Search Committee will consult external community or other representatives with an understanding of Canadian higher education, to provide commentary or perspective on the selection and evaluation procedure.
- 2.6 The selection process will include two main phases: the first phase would likely consist of neutral-site, preliminary interviews of a 'long list' of prospective candidates from among the nominations and applications received. The second phase would normally include a more comprehensive campus visit by the 'short list' of candidates established following the 'long list' preliminary interviews. Depending on the circumstances of the search, these standard processes might be modified. For example, if there is an Interim Principal serving a term appointment following the death or departure of the former Principal, the Board may elect to adopt a modified process.
- 2.7 Further to 2.5, the Search Committee will need to provide advice to the Executive Committee of the Board of Directors with respect to a process for managing the short-listed finalists, balancing King's interest in having a public process with its interest in retaining the best possible candidate for this role, an interest that could result in a confidential process (a hybrid or partially-closed model) for assessing the short-listed finalists that will ensure their continued participation in the process.
- 2.8 It is anticipated that the entire selection process will normally be completed within 12–18 months.
- 2.9 The Chair of the Board will provide the King's community with regular updates on the selection process, as it unfolds. The Chair of the Board, or designate, is the only person who will act as spokesperson for the Search Committee during the selection process.

- 2.10 To ensure that the selection process respects the professional needs of candidates and is conducted with integrity, strict confidentiality must be maintained by members of the Search Committee. In particular, the identity of any candidates under consideration must not be disclosed, even to the constituencies represented by certain members of the Search Committee. The Chair of the Search Committee is empowered to dismiss a member of that committee if confidentiality is determined to have been violated by that member, or if such member is determined by the Chair to have ignored or failed to follow any of the rules and procedures set for this process.
- 2.11 The Board of Directors will normally confine itself to a consideration of the names presented by the Search Committee. In rare instances and for compelling reasons, the Elected Directors of the Board reserve the right if, in their judgment, circumstances warrant to depart from the recommended candidate(s) or from the procedures suggested in this policy. A final decision to appoint will be made by a quorum of the Elected Directors of the Board, on the basis of a simple majority of those voting. No proxies will be permitted for that vote.
- 2.12 The Board Chair will have the Search Committee Chair bring forward a recommended candidate to the Board for discussion and approval, providing for the Board the rationale for the Search Committee's recommendation.
- 2.13 If the Board approves the recommended candidate, the Chair will forward the motion recommending approval to the Voting Members of the Corporation.
- 2.14 If the Board or Voting Members of the Corporation choose not to approve the recommended candidate, the Board of Directors will meet to determine a course of action to renew the selection process.
- 2.15 Once the Board of Directors has elected to appoint a Principal and the Chair of the Board, or designate, has negotiated the terms and conditions of appointment with that candidate successfully, the Chair of the Board will work with the Principal-elect to create a mutually acceptable communications plan. In particular, this plan may involve collaborating with the home institution of the Principal-elect to ensure consistency and appropriate sequencing.

3. Vacancy Prior to the Expiry of the Term of Appointment of the Principal

3.1 In the event that an unanticipated vacancy arises in the office of the Principal prior to the expiry of the Principal's term of office, either in the initial or any subsequent appointments, due to resignation, death or removal of the Principal from the Principal's office for any reason, the Board will appoint an Interim Principal to assume the responsibilities of the Principal, so that wherever possible, no vacancy will occur in that office.

3.2 Similarly, a Principal who is scheduled to depart at the end of their current term of appointment may agree, if requested by the Board, to extend that term for a limited period of time to avoid a vacancy in the office occurring prior to the arrival of that Principal's successor, or for any other reason determined by the Board to be in the best interests of King's. However, if such an extension is inappropriate or unavailable, an Interim Principal will be appointed in this way in order to avoid any vacancy in the office of the Principal.

3.3 Whatever the circumstances, upon the appointment of an Interim Principal, pending a selection process, the term of that interim appointment will be clearly set. Unless unavoidable, such term should not exceed twelve (12) months.

3.4 In the event of an unanticipated vacancy arising in the Office of the Principal, and once an Interim Principal is appointed, the Board will decide whether to convene a Search Committee and immediately begin the selection process in keeping with this policy, or to plan that process for a more appropriate future date. Unless unavoidable, it is not anticipated that a process longer than eighteen (18) months will be required to complete a selection process for the next Principal.

Monitoring

The Principal Search Policy and process is to be reviewed within six (6) months of the appointment of a new Principal involving consultation with the Search Committee and other stakeholders. Any proposed amendments must be submitted to the Voting Members of the Corporation for approval.

Policy Number:	1.2.8 Reappointment of the Principal
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**Relevant Statutory /
Regulatory Linkages:**

Policy Statement (Intent and Scope)

The Board of Directors of King’s University College is responsible for the review and reappointment of the Principal of King’s University College. There is a deep commitment throughout these processes to the principles of transparency balanced by confidentiality and the need for consultation with representatives of King’s and the broader community. While benefiting from such broad consultation, the ultimate decision-making power and responsibility for the transition of executive leadership of King’s rests with the Board of Directors with approval by the Voting Members of the Corporation

Reappointment Procedures for the Principal of King’s University College

1. Except in unusual circumstances as identified by the Board, approximately twenty-four (24) months prior to the expiry of the term of the Principal and no later than seventeen (17) months prior to the end of the Principal’s term, the Board Chair, on behalf of the Board, will discuss with the Principal their willingness to be considered for reappointment. If the Principal is interested in seeking reappointment, the Chair will initiate the process described herein for reappointment, in order to facilitate the Executive Committee’s deliberations about a recommendation to the Board on reappointment.
2. The process for reappointment should be completed at least fourteen (14) months prior to the completion of the Principal’s term.

3. The Board of Directors will mandate the Executive Committee to lead the reappointment process, with final approval of the Executive Committee's recommendation being made to an *in camera* meeting of the Board of Directors and further by the Voting Members of the Corporation.
4. The decision on reappointment will include, among other things, a consideration of the results of the annual performance reviews of the Principal held during the term of appointment, and the opportunity for the Principal to present any additional relevant information to the Board.
5. The Board Chair will prepare for the Executive Committee's review and approval a list of significant areas of the Principal's activities, and the Principal will be asked to comment on the list in draft form. A final list will be approved by the Executive Committee and will serve as the basis for any request for feedback on the Principal's performance.
6. As part of this preparatory process, the Chair will ask the Principal to prepare a self-assessment of significant accomplishments to date, particularly in the areas selected by the Executive Committee for focus. The Principal will also be asked to comment on what he/she plans to accomplish if re-appointed to an additional term.
7. The Chair will hold discussions with the Executive Committee *in camera* about a plan for consultation, and at the Chair's discretion, may consult other Board members for advice. The Chair will seek the Principal's comments, prior to the beginning of the consultations, on the consultation plans.
8. The Board will consult on the performance of the Principal with members from the King's community through the appointment of an *ad hoc Advisory Principal's Review Committee* constituted at the Board's discretion, but which will include the Executive and at least one member of staff, faculty, professional and senior administration, usually drawn from the currently serving members of the Board of Directors. The Board will approve membership and guidelines (including a clear reporting deadline) for such a committee. The Board would in no way be required to accept the recommendations of such a committee.

9. A general invitation will be issued to members of the King's community to provide commentary on the Principal's reappointment. In addition, the Executive Committee will invite, as deemed appropriate and necessary, senior members of King's academic and administrative leadership, student representatives, and members of College Council, as well as external individuals in a position to comment on the President's activities, to meet in personal interviews or written submissions to comment on the potential reappointment.
10. All such input will be confidential, and any notes made during interviews will be destroyed following the Board's decision.
11. The Executive Committee will make a recommendation to the Board on reappointment of the Principal. Once the Board has arrived at a final intention to either seek or decline the reappointment of the Principal, such recommendation will be forwarded to the Voting Members of the Corporation for their approval. The final decision will be communicated to the Principal in writing and during a personal discussion with the Board chair, at least fourteen (14) months prior to the expiry of the initial term of appointment.
12. In the event that both the Board and the Principal have indicated an intention to seek a reappointment of the Principal for a subsequent term, the Chair of the Board and the Principal will enter into negotiations surrounding the terms and conditions of such appointment.
13. In the event that reappointment to a subsequent term will not be sought, as a result of the intention of the Board and/or of the Principal, the Chair of the Board shall proceed with the process of convening a Search Committee as per Governance Policy 1.2.7.
14. It is recognized that a Principal may serve multiple subsequent terms of appointment, if deemed to be in the best interests of King's and the incumbent.

Monitoring

The Principal Reappointment Policy and process is to be reviewed within six (6) months of the reappointment of a Principal involving consultation with the Search Committee and other stakeholders. Any proposed amendments must be submitted to the Voting Members of the Corporation for approval.

Policy Number:	1.2.9 Board of Directors Remuneration
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Relevant Statutory /

Regulatory Linkages: Corporate By-Laws

Policy Statement (Intent and Scope)

1. Directors of the Board shall receive no remuneration except where provided for in the Corporate By-Laws.
2. With the approval of the Chair or Treasurer, and provided that the expenses are consistent with the Board’s Policy on Reimbursement of Expenses, members of the Board of Directors shall be reimbursed for:
 - 2.1. Wages lost due to time off from work for matters relating to King’s University College with the approval of the Board in only exceptional circumstances;
 - 2.2. Expenses and mileage for attending conferences as a representative of the Board of Directors and / or King’s University College.
3. Directors of the Board who wish to make a claim for reimbursement for expenses other than mileage will:
 - 3.1. Submit their expenses on the standard expense form; and
 - 3.2. Submit the expense form to the Principal or designate who will forward the form to accounting for processing.
4. Directors of the Board who prefer to have expenses, such as travel tickets or rooms and meals billed directly to King’s University College, will make the necessary arrangements through the Secretary to the Board.
5. Any questions, disputes, etc., regarding interpretation of these policies will be directed by the Directors of the Board to the Principal and / or Board Chair for resolution.
6. If the dispute is not resolved by the Principal and Board Chair, the matter will be brought to the full Board for decision. If accepted by the Board of Directors, the Chair will inform the Principal in writing of the amount to be reimbursed to the Director of the Board.

Monitoring

1. Implemented at all regular and special Board meetings.
2. Included in Vice Chair's annual Governance Report

Policy Unit:

1.3 Governance and Board Policy Development and Reviews

Policy Number:	1.3.1 Governance and Board Policy Development
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

Governance and Board Policies for Board of Director consideration will be based on the following practices.

1. Board policy development and reviews will be governed by the following principles:
 - 1.1. Ensuring the integration of the Mandate, Vision, Mission and Guiding Principles of King’s University College.
 - 1.2. Providing public statements through which the Board can be held accountable.
 - 1.3. Complying with legal requirements and established parameters around which staff can develop Operating Policies, Professional and Technical Standards and Procedures.
 - 1.4. Affording the opportunity for consultation with stakeholder, partners and others as determined important by the Board of Directors.
 - 1.5. Striving to ensure Governance and Board Policies are written clearly, free of jargon or technical words and use inclusive language.
2. The request for a new Governance or Board Policy, where none exists, or the amending of an existing Governance or Board Policy, can arise from any source, e.g.: Directors of the Board, Voting Members of the Corporation, College Council, faculty, staff, students funders and government bodies, etc. The need to pursue a Governance or Board Policy initiative occurs at the sole discretion of the Board of Directors.
3. In determining the need for a new Governance or Board Policy, or an amendment to an existing Governance or Board policy, the Board of Directors will give consideration to but are not limited by the following parameters:
 - 3.1. Is the policy required by a government act, regulation or contract / agreement?
 - 3.2. Is there a defined need related to governance, operational considerations, future perspectives, health and safety, etc.?

- 3.3. Is the need at a level that warrants a Governance and Board Policy, in that it has organization-wide implications or consistency, risk / liability, equity / fairness, strategic direction or other considerations / impacts?
4. In developing a Governance or Board Policy or an amendment to an existing Governance or Board Policy, the Board of Directors will define the level of consultation to be undertaken in each case.

Monitoring

1. Implemented at all regular and special Board meetings.
2. Included in Vice Chair's annual Governance Report

Policy Number:	1.3.2 Board Policy Approval Process
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Relevant Statutory / Corporate By-Laws

Regulatory Linkages:

Policy Statement (Intent and Scope)

The following material outlines the Board of Directors’ Policy decision-making and approval process.

1. Board Policy discussions and motions will focus on and be primarily framed around the development, approval / non-approval of a new Board Policy; affirmation of an existing Board Policy; or amendments to / deletion of an existing Board Policy.
2. Board of Director policy decisions will normally be undertaken based on one of two possible outcomes:
 - 2.1. A motion approving or not approving a recommendation on a new Board Policy or an amended existing Board Policy.
 - 2.2. A referral motion to further review, develop, analyze or make additional recommendations in regards to a new or an existing Board Policy.
3. Where a decision is required as to whether an individual motion is policy (Board) or operational (Principal) in nature, the Board of Directors decides the status of the motion and how to proceed.
4. The discussions on and research undertaken in support of developing a new Board Policy, or amending an existing Board Policy, can involve various activities, partners and stakeholder input, etc., as deemed appropriate by and as directed by the Board of Directors at its sole discretion.
5. For a referral motion on a Board Policy, the Board of Directors decides who the referred party will be, and can identify the types of research, consultation and other activities to be undertaken in support of the process, as well as reporting timelines, etc.
6. The Board of Directors, at its sole discretion, can decide to approve a Board Policy in a decision motion outside of the process outlined above, e.g.: an emergency response

when timeliness issues prevail, or for any other reasons. The Board can then decide that a new Board Policy or existing Board Policy amendment is required to be developed and considered by the Board at a future date in such cases.

Monitoring

1. Implemented at all regular and special Board meetings.
2. Included in Vice Chair's annual Governance Report

Policy Number:	1.3.3 Governance and Board Policy Notices, Motions and Monitoring Report Formats
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

Governance and Board Policy notices, motions and the monitoring of Governance and Board Policy implementation are vital tasks and Board roles in support of the Governance Model and Board of Directors roles.

1. Board Policy Vote Notices

- 1.1. The Board Chair and / or Principal is to notify all current Directors of the Board of any Governance and Board Policy motions a minimum of five (5) calendar days prior to the Board meeting at which the motion is to be discussed and voted on by the Board.
- 1.2. Notification of a Governance and Board Policy motion for Board consideration can be provided by mail, email, Director of the Board meeting packages or any other means approved by the Board of Directors.

2. Governance and Board Policy Motions

New and amended Governance and Board Policy recommendations put forward for Board of Director consideration are to have the following components as relevant:

- 2.1. Governance and Board Policy title and index number if a Board Policy exists.
- 2.2. Brief description of the Governance and Board Policy need and focus.
- 2.3. Governance and Board Policy statement that defines the intent, direction and specific requirements.
- 2.4. Identification of key performance indicators, outcomes, measures or specific strategies the Board wishes to be implemented within the context of the Governance and Board Policy.

- 2.5. Identification of the Monitoring Report requirements of the Principal and / or others in regards to time/frequency, content, etc., consistent with funder, regulatory and statutory requirements as applicable.
- 2.6. Next projected review date.

3. Monitoring Reports

The following points detail Monitoring Report content requirements for Governance and Board Policies:

- 3.1. Each Board Policy will have monitoring report requirements identified or a statement indicating one is not required.
- 3.2. The Principal will be responsible for the development of monitoring reports for Board Policies, projects and directions as prescribed by the Board of Directors, within the timelines identified within the Board policy or as directed by the Board of Directors, and based on the content outlined in the Board Policy.
- 3.3. The Board of Directors can receive monitoring reports on a circulation only basis with only questions at Board of Director meetings, or via circulation with a presentation to the Board of Directors as determined by the Board of Directors.
- 3.4. If the Principal is unable to provide a monitoring report as prescribed within a Board Policy, the Board of Directors are to be advised at either a regular or special Board of Directors meeting prior to the required timeline, with a rationale provided.

4. Monitoring Reports are, at a minimum, to have the following components:

- 4.1. Board Policy number, title, reporting requirements and brief description.
- 4.2. Results, outcomes, etc. for the reporting period with analysis and rationale.
- 4.3. Future strategic perspectives that could influence the Board Policy over the next reporting period and beyond, such as emerging funder directives, demographic and sector trends, etc.
- 4.4. A recommendation as to whether the Board Policy itself does or does not require further Board of Director reconsideration with rationale.

Monitoring

1. Implemented at all regular and special Board meetings.
2. Included in Vice Chair's annual Governance Report

Policy Number:	1.3.4 Existing Governance and Board Policies Reviews
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

The regular review of existing Governance and Board Policies is important to ensure conformity with changing regulatory, statutory, funder, sector and other requirements, effectively responding to emerging sector and stakeholder expectations and practices; and to assess implementation effectiveness and outcomes and achievement.

1. The regular review of existing Governance and Board Policies is a Board of Director responsibility to ensure that they are working with relevant, practical and consistent Governance and Board Policies.
2. The Board of Directors will undertake a review of each of its Governance and Board Policies at a minimum of once every three years, involving the following process:
 - 2.1. Each year, the Vice Chair will review existing Governance and Board Policies related to their last review date, and identify those Policies that require review within the forthcoming fiscal year.
 - 2.2. A motion will be placed before the Board of Directors to assign Governance and Board Policy reviews to the appropriate committee/work group and / or the Principal with or without instruction to the reviewing party as to specific considerations that should be identified, consultation requirements, etc.
 - 2.3. Those groups / individuals assigned a policy review task will develop and implement a review process for the Governance and Board Policy, providing recommendation(s) to the Board of Directors to:
 - 2.3.1. Affirm the existing Governance and Board Policy as written with rationale.
 - 2.3.2. Amend the existing Governance and Board Policy, identifying proposed amendments with rationale.

2.3.3. Integrate the existing policy with another Governance and Board Policy, identifying amendments if required and rationale.

2.3.4. Delete / terminate the existing Governance and Board Policy, providing a rationale.

Monitoring

Board discussions and votes recorded in regular and special Board meeting minutes.

Policy Unit:

1.4 Board of Director Processes and Committee Structures

Policy Number:	1.4.1 Regular Meeting Agenda Template, Special Meeting of the Board and In-Camera Sessions
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

The Board of Directors will give consideration to the following agenda template for its meetings, ensuring some flexibility for the Chair or designate to align the agenda to timely needs and considerations.

1. Regular Meetings of the Board of Directors

- 1.1. All regular meetings of the Board of Directors will have an agenda developed by the Chair in consultation with the Principal and others as appropriate.
- 1.2. All Directors of the Board, voting and non-voting, can participate in any Board discussion and will be recognized by the Chair. Only voting Directors of the Board can cast a vote anytime a vote is called.
- 1.3. Regular meetings will consider the following agenda components:
 - 1.3.1. Opening segment, involving:
 - a) Call to Order;
 - b) Announcements;
 - c) Declarations of Conflicts of Interest or possible Conflict(s) of Interest specifically identifying the agenda item(s);
 - d) Agenda Approval;
 - e) Approval of Previous Meeting Minutes;
 - f) Consent Agenda.
 - 1.3.2. Presentations / Delegations.
 - 1.3.3. New Business.
 - a) Governance and Board Policy Recommendation Reports;
 - b) Principal and Board Committee Reports;

c) Other Reports.

1.3.4. Governance and Board Policy Monitoring Reports.

1.3.5. Strategic Discussions, Reviews and Presentations.

1.3.6. Board Communications and Open Discussions.

1.3.7. Future Agenda Items and Provisions for Notices of Motion for Policy changes or new Policies.

1.3.8. In-Camera discussion

1.3.9. Adjournment.

2. Consent Agenda

- 2.1. In preparing the agenda for Board meetings, the Secretary may group items that are of a routine informational or self-explanatory nature, which may be before the Board or a Board Committee for information or approval, and are likely non-controversial.
- 2.2. All such items shall be grouped on the agenda and identified as 'consent agenda' items. In so doing, the Secretary will consult with the Chair of the Board or committee Chair and members of the Principals' Group. Approval items on the agenda that are not included under the consent agenda shall be presented singly for discussion and voting as appropriate.
- 2.3. Before the agenda is presented for approval, the Chair shall:
 - 2.3.1. Advise the Board of items that are to be removed from the consent agenda, based on prior requests from Board members; and
 - 2.3.2. Ask if there are any other items that should be removed from the consent agenda.
- 2.4. If any member of the Board wants to discuss or vote on an item included in the consent agenda as though it were a stand-alone agenda item, the member may notify the Secretary of the Board prior to the meeting, or request that the item be removed from the consent agenda at the time the agenda is approved at the meeting.
- 2.5. For those approval items included under the consent agenda, the Chair shall call for one motion on the items listed.
- 2.6. The Minutes of the Board meeting shall report matters approved as part of the consent agenda as carried. Information items received as part of the consent agenda will be reported as received.

3. Special Meeting of the Board of Directors

The Board can schedule a special meeting of the Board of Directors to be held for an item or items that are felt to need Board discussion and / or a decision before the next regularly scheduled Board meeting.

- 3.1. Special meetings of the Board can be called by:
 - 3.1.1. The Chair.
 - 3.1.2. By four (4) voting Directors of the Board notifying the Board Secretary who will then call the meeting.
- 3.2. A special meeting of the Board is to be held within five (5) calendar days of a request or as soon as a quorum can be achieved.
- 3.3. A special Board meeting will have minutes taken and circulated as per a regular Board meeting.
- 3.4. The agenda for a special Board meeting will only include the item or items that have caused the meeting to be held, or other items at the discretion of the Chair.
- 3.5. The Board Chair or designate will Chair the meeting unless the Chair refuses to host an eligible special meeting, in which case, the Vice Chair will chair the special meeting of the Board.
- 3.6. Decisions made by the Board at a special meeting of the Board are binding similar to regular Board meetings and the same voting procedures will be used.
- 3.7. The quorum for a special Board meeting is one half plus one of the eligible voting Directors of the Board minus any voting Director of the Board or members who withdraw from the meeting due to a conflict of interest.
- 3.8. Only eligible voting Directors of the Board can vote in a Special Meeting of the Board of Directors.

4. Board Meetings and Delegations

- 4.1. All regular or Special Board meetings are open to the public but not for any In-Camera sessions.
- 4.2. Only registered delegations will be allowed to speak to the Board. Individuals or groups who wish to speak to the Board as a delegation must register with the Secretary to the Board or designate a minimum of five (5) working days before the Board meeting they wish to speak at, identifying the topic, rationale and speaker or speakers.
- 4.3. Registered delegations will be provided ten (10) minutes to present their comments and / or materials which can be written or electronic.

- 4.4. Individuals or groups invited by the Board or the Principal to speak and / or present to the Board do not need to register as a delegation and will be granted adequate time based on the determination of the Chair.

5. In-Camera Sessions

- 5.1. At both regular and special meetings of the Board of Directors and committees and working group meetings, the Board of Directors or committees and working group members may sit in-camera consistent with relevant statutory and other provincial directives associated with in-camera items focused on:
 - 5.1.1. Personnel matters.
 - 5.1.2. Competitive bids / contracts.
 - 5.1.3. Legal issues.
 - 5.1.4. Property and proprietary matters.
- 5.2. A moved, seconded and approved motion to go into an in-camera session and to go out of such a session is required which also may indicate the people, in addition to Directors of the Board, allowed into the in-camera session. The motion to go in-camera can identify the general topic area at the discretion of the Chair.
- 5.3. Minutes taken of the in-camera session are to remain confidential unless required by law to be made public or a approving motion of the Board of Directors, be signed by the Chair and kept in a secure arrangement. The minutes of an in-camera session are to be approved with the meeting's regular minutes without disclosing the content of the in-camera session.
- 5.4. Voting and Non-Voting Directors are eligible to be in attendance for an in-camera session. Voting Members of the Corporation, staff and guests can attend the in-camera session at the discretion of the Board Chair. The Board Chair will assess the need for confidentiality, presence of conflicts of interest or use other criteria to determine the eligibility of in-camera attendance for people other than voting Directors of the Board. If a voting or non-voting Director of the Board wishes to challenge the Board's Chair's decisions on in-camera attendance, either for in or out of the in-camera session, the Director of the Board can declare a point of order, state their views and the Chair will call a vote of voting Directors of the Board to accept or not accept the intent of the point of order. The result of the vote will prevail as to who attends the in-camera session. The same eligibility process for in-camera attendance will be used for Board committees, task forces or work groups.

Monitoring

1. Consistently followed in each regular and special Board meeting.
2. Included in Vice Chair's annual Governance Report.

Policy Number:	1.4.2 Voting Procedures and Quorum
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Relevant Statutory /

Regulatory Linkages: Corporate By-Laws

Policy Statement (Intent and Scope)

The Board of Directors will undertake voting procedures as follows on all votes on motions and for any other vote undertaken by the Board of Directors.

1. Voting Eligibility, Results and Recorded Votes

- 1.1. Each qualified voting Director of the Board is entitled to one vote at a regular or special meeting of the Board of Directors per item voted on.
- 1.2. No proxy votes will be recognized by the Chair.
- 1.3. A voting Director of the Board is considered to be in attendance at any regular or special meeting of the Board of Directors if:
 - 1.3.1. They are in attendance at the geographical location of the meeting.
 - 1.3.2. They are directly connected via a conference call to the meeting and can speak independently to the Board of Directors in attendance at the location of the meeting.
 - 1.3.3. They are connected to the Board of Directors’ meeting location by video conferencing and can be heard by the Directors of the Board in attendance.

2. Vote results will involve one of the following outcomes:

- 2.1. A simple majority of voting Directors voting in favour of a motion results in the motion’s approval, or a simple majority voting against a motion results in the motion’s defeat.
- 2.2. The Chair of any regular or special meeting of the Board of Directors will vote as a regular Director of the Board.
- 2.3. A tied vote results in the motion’s defeat.
- 2.4. Prior to the vote being held on any motion at a regular or special meeting of the Board of Directors, any individual member can call for a recorded vote and this request is to be

honoured by the Chair. The meeting secretary will call out each voting Director of the Board's name, record their vote and ensure the voting record is incorporated into the meeting minutes.

2.5. Board of Director discussions will undertake reasonable efforts amongst the attending Board members, facilitated by the Chair, to reach a consensus before a vote is taken.

3. Quorum

3.1. A quorum exists when 50% of the eligible voting Board of Directors members, plus one member, are in attendance for a Board of Directors regular or special meeting with the sole exception as outlined in the Governance Policy on Conflict of Interest.

3.2. In attendance means that the individual is at the geographical location of the Board of Directors special or regular meeting, is connected by teleconference, or video conference .

4. Voting Procedures

4.1. An agenda item before the Board of Directors that is likely to involve a vote, requires the following procedures to be undertaken:

4.1.1. A mover and a seconder to put the motion on the floor for Board of Director discussion.

4.1.2. The Chair then calls for discussion and comments on the motion.

4.1.3. The Chair will then recognize proposed amendments to the motion.

4.1.4. Amendments agreed to by the original mover and seconder of the motion will be incorporated into the motion.

4.1.5. Amendments not agreed to by the mover and seconder will be voted on first. If passed by a Board vote, they will be incorporated into the motion. If defeated, they will not be considered further.

4.1.6. The original or amended motion will then be put before the Board for a vote.

4.1.7. If the motion is defeated, alternative motions on this topic will only then be recognized by the Chair.

4.1.8. The reopening of a discussion on a motion that has been previously voted on by the Board of Directors in the last twelve (12) months requires a two-thirds approval of the Directors of the Board.

Monitoring

1. Consistently followed in each regular and special Board meeting.
2. Included in Vice Chair's annual Governance Report

Policy Number:	1.4.3 Board of Director Planning Cycle And Evaluations
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

The Board of Directors will undertake the following evaluation processes:

1. An annual review of the College’s Strategic Plan involving appropriate updating, with a comprehensive review / renewal as per the strategic plan Board Policy. The annual review is to be completed by May each year for implementation in the fall of that year.
2. An annual assessment of the previous year’s Annual Plan and Board goals, including the budget and overall organizational performance to be completed in May each year and is to be linked to the Board Strategic Plan review.
3. An annual performance appraisal of the Principal based on the identification of annual objectives / outcomes and other performance indicators as established by the Board of Directors prior to or at the start of the evaluation year as facilitated by the Chair. The Board will decide on the evaluation method and tool to be utilized.
4. An annual individual performance self-assessment of the Board of Directors by each Board of Director member, augmented by broader input at the discretion of the Board of Directors, plus a verbal Board of Directors discussion on its performance at the six month point of each operating year.
5. A review of each Board Policy, at a minimum of once every three years, or sooner if events warrant.
6. The Board Chair could recommend the need each year in May to book a half day retreat/workshop to review and further develop the Strategic Plan and Board Goals.

Monitoring

All planning elements completed as per prescribed time lines and processes with the Chair confirming completion and actions taken.

Policy Number:	1.4.4 Board Committee Structure and Principles
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Relevant Statutory / Corporate By-Laws

Regulatory Linkages:

Policy Statement (Intent and Scope)

1. The Board may establish standing committees and work groups to help carry out its responsibilities. To preserve Board holism, committees and work groups will be used only when other methods have been deemed inadequate. Committees and work groups will be used so as to minimally interfere with the Board’s job, and so as to never to interfere with delegations from Board to the Principal.
 - 1.1. Board committees and work groups may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Principal.
 - 1.2. Board committees and work groups ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. Board committees and work groups are not to be created by the Board to advise staff directly.
 - 1.3. Board committees and work groups are to avoid over-identification with organization parts rather than the whole. Therefore, a Board committee or work group which has helped the Board create policy on a topic will not be used to monitor organizational performance on the same subject.
 - 1.4. Board committees and work groups cannot exercise authority over staff. In keeping with the Board’s broader focus, Board committees and work groups will normally not have direct dealings with current staff operations. As the Principal works for the full Board, the Principal will not be required to obtain approval of a Board committee or work group before an executive action is taken.
 - 1.5. This Governance Policy applies only to committees and work groups which are formed by Board action, whether or not the committees and work groups include non-Directors of the Board. It does not apply to committees and work groups formed under the authority of the Principal.

2. A committee is a Board Standing Committee only if its existence and directions come from the Board, regardless of whether Directors of the Board sit on the committee. The only Standing Board Committees are those which are set forth in this Governance Policy and have a Terms of References, timelines, and staffing considerations approved by the Board. All Standing Committees are to develop an annual work program to be approved by the Board. Standing Committees will develop their proposed work program at the first meeting of the new year (September) for Board approval.
3. Ad Hoc Committees and work groups, when appointed by the Board, will have a Terms of Reference and identified completion dates that can only be extended via Board approval.
4. The following Committees of the Board will operate within King's University College and based on their approved Terms of Reference:
 - 4.1. **Executive Committee** to be chaired by the Board Chair and also including the Vice Chair, Past Chair, Treasurer, Principal and Secretary as per the Corporate By-Laws. The primary tasks of the Committee are:
 - 4.1.1. Board agendas preparation
 - 4.1.2. Coordinate the Board's self-evaluations
 - 4.1.3. Coordinate with the Board and deliver the Principal annual review
 - 4.1.4. Act as or appoint the Board's Nominating Committee
 - 4.1.5. Coordinate and oversee the work of Board Standing Committees and work groups
 - 4.1.6. Activate Executive Committee roles as per individual Governance Policies, e.g. Principal Search.
 - 4.1.7. Recommend Board appointments and Principal Search and Review Committees for Board approval.
 - 4.1.8. Be an advisory resource and support to the Principal.
 - 4.2. **Standing Committees**
 - 4.2.1. **Finance and Investment Committee:** The Committee shall monitor, evaluate, advise and make recommendations to the Board with respect to significant financial matters and policies of the University. The Committee shall also consider any other matter delegated to the Committee by the Board. Specifically to review and recommend to the Board of Directors:
 - (a) approval of the annual operating budget
 - (b) approval of the annual audited financial statements and annual report of the auditors

- (c) Annual review of the statement of investment policy and its ongoing maintenance
- (d) The annual distribution of funds and the approval of significant capital outlays pursuant to viable business plans in accordance with the College's strategic plan
- (e) The annual appointment of auditors
- (f) An annual assessment of the College's internal controls including any which may relate to cyber security
- (g) To review quarterly due diligence reports to ensure legislative requirements are being met.
- (h) To review amendments and needs related to financial aspects of the operation of the College in accordance with government mandates.
- (i) To review annually general insurance coverages pertaining to College operations.

4.2.2. Employee Relations Committee: The Committee shall monitor, evaluate, advise and make recommendations to the Board with respect to all strategic and significant human resource related policies of the University including those related to collective bargaining. The Committee shall also consider any other matter delegated to the Committee by the Board and will review and recommend to the Board of Directors:

- (a) negotiating strategies and parameters for negotiating team(s) during bargaining with employee associations and unions
- (b) approval of all tentative agreements presented by negotiating team
- (c) approval of new academic, staff, professional and administrative positions in accordance with the budget
- (d) developing new policies and legislative requirements related to employment at the College outside of regular collective bargaining processes for Board consideration
- (e) assessing the College's benefit costs, trends and usage annually and make recommendations for negotiation strategies related to benefit plans.
- (f) review sabbatical leaves, promotion and tenure of faculty to ensure proper procedure and internal approvals have been met.

- (g) Appointment of Board members to sit on interpretation grievance committees.
- (h) Other tasks as may be assigned by the Board.

4.2.3. **Governance Committee:** will undertake the following responsibilities:

- (a) Complete assigned Governance and Board Policies reviews making recommendations to the Board of Directors on amending existing policies or adopting new ones.
- (b) Annually assess trends in non-profit organizational governance generally regulatory or funder directives and policy papers, or other sources related with the governance of King's.
- (c) Other tasks as may be assigned by the Board.

4.2.4. **Property Committee:** will undertake the following responsibilities:

- (a) a comprehensive campus plan in accordance with the Strategic Plan of the College
- (b) prioritization of major projects to be included in the annual budget review process
- (c) acquisition and disposal of land or property in excess of \$500,000
- (d) appointment of architects
- (e) approval of plans and specifications for new buildings, additions or major renovations in accordance with budgets, government tendering practices and strategic plan
- (f) Review ongoing maintenance and general security issues.
- (g) Appoint Board members to major project review teams.

5. Directors of the Board will only serve three (3) consecutive years on a Standing Committee after which they will be placed on another Standing Committee. Exceptions can be granted by the Board at its discretion.
6. All Committees and work groups report to the Board through the Chair.
7. All Committee and work groups members are appointees of the Board of Directors based on an approving motion of the Board.
8. Each Standing Committee or work group meeting is to have their minutes submitted to the Board for information purposes only once those minutes are approved by the Standing Committee or work group.

9. All Standing Committee and work group recommendations to the Board of Directors are to be submitted via email or hard copy to the Board Chair directly by the Committee or Workgroup Chair for Board consideration and voting.

Monitoring

Included in Vice Chair's annual Governance Report

Policy Number:	1.4.5 Board Communications
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

The Board recognizes the importance of clear, timely, transparent and effective communication processes with its internal and external audiences.

1. Board Communication Principles

The following Principles guide the Board’s Communications Policy:

- 1.1. Timely, accessible and transparent.
- 1.2. Complete, clear and readable.
- 1.3. Targeted and use of multi-media approaches.
- 1.4. Encourages feedback.
- 1.5. Regularly evaluated.

2. Board Communication Formats

- 2.1. Board communication will be primarily by electronic means, supported by hard copy or other means if requested by a Director of the Board or other party.
- 2.2. All external Board communications are to have the King’s University College logo and Vision and / or Mission on them with appropriate content information, and are to be signed by the Board Chair and / or the Principal as designated by the Chair. Consistent formatting and presentation of information is to be utilized where possible.
- 2.3. The Board will make its best efforts, within the resourcing available and circumstances, to ensure the timely and accurate delivery of its communications content.
- 2.4. The Board will ensure its best efforts to provide its communications in alternate formats to support individuals with learning, physical or intellectual disabilities.

- 2.5. The Board will develop its communication processes and content to be free of jargon, using simplified language that facilitates readability and understanding.
- 2.6. The Principal will ensure that the following materials are available and updated on a timely basis on the King's University College's website:
 - 2.6.1. Strategic Plan
 - 2.6.2. List of Directors of the Board and key Board contact information indicating name and year elected, and a photograph
 - 2.6.3. Annual Audit
 - 2.6.4. Annual Report (3 years)
 - 2.6.5. Meeting minutes and agendas for Board meetings, special Board meetings, and the Annual General Meeting.

Monitoring

All planning elements completed as per prescribed time lines and processes with the Chair confirming completion and actions taken.

Policy Unit:

1.5 Principal Executive Limitations / Requirements

Policy Number:	1.5.1 Principal Executive Limitations / Requirements
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Relevant Statutory /

Regulatory Linkages:

Policy Statement (Intent and Scope)

The Principal is King’s University College’s senior staff person through whom the Board of Directors directs the delivery of its academic programs and services, and the day-to-day management of King’s University College. The following Executive Limitations / Requirements define the authority to act and expectations associated with the Principal’s position and supplement the Principal’s Board-approved position description. They also represent accountabilities that will be assessed in the annual performance appraisal of the Principal.

1. General Authority to Act

- 1.1. The Principal has the authority to act as per the following directives:
 - 1.1.1. Board Policies.
 - 1.1.2. The current Board approved position description for the Principal’s position.
 - 1.1.3. Relevant Corporate By-Laws, regulatory, statutory or funder requirements.
 - 1.1.4. As directed by a motion of the Board of Directors consistent with the above-noted directives.
- 1.2. The Principal will not operate in any manner or make decisions that contravene applicable legislative, statutory or funder requirements or directives; Board Policies; Human Rights Codes; funding agreements; standard business and accounting practises; or other relevant laws and requirements.

2. Academic Programs and Services

The Principal will:

- 2.1. Ensure all King’s University College academic programs and operational services are developed and delivered consistent with King’s University College’s Mission, Values, Corporate By-Laws, Board Policies and / or funder requirements and directives.

- 2.2. Prepare an Annual Plan for Board approval that facilitates the achievement of the Board's Strategic Plan and includes innovative servicing and best practise academic programming and service strategies. The Annual Plan is also to contain objectives, appropriate performance measures and monitoring report processes.
- 2.3. Continually research strategies and methodologies, academic trends and related post-secondary sector information and data, ensuring its provision across the faculty and staff in support of the ongoing development of the organization's plans and programs. As well, to undertake a presentation on such topics when appropriate to the Board of Directors and / or its committees.
- 2.4. Ensure new academic programs or operational services or current programs or services adjustments involving a cost of over \$100,000 are approved by the Board of Directors.
- 2.5. Ensure a review of the College's academic programs and service units a minimum of once every five (5) years, and present the review results to the Board with recommendations.

3. Financial

The Principal will:

- 3.1. Present to the Board of Directors, as per the Board's Finance and Investment Committee processes, a draft budget for each fiscal year that:
 - 3.1.1. Is prepared consistent with the requirements of the funders and the policies of the Board, and in a format acceptable to the Board of Directors.
 - 3.1.2. Incorporates the priorities of King's Strategic Plan and Annual Operations Plan objectives.
 - 3.1.3. Ensures an evident focus on maximizing operational efficiencies and any potential revenue / expense recovery generating opportunities.
- 3.2. Ensure the Board, through the Finance and Investment Committee, receives monthly financial statements, or on alternative timeline as approved by the Board, of King's University College's financial position for their review and direction, including a variance analysis (material difference in revenues or costs from what was budgeted), with a minimum of two financial year-end projections per fiscal year at the six and nine month periods.
- 3.3. Authorize reallocations of funds within the approved annual budget if under \$100,000 and as long as the net financial operating position of the budget remains as approved by the Board of Directors, is consistent with funder financial or other

statutory requirements, does not distort Board of Director budget priorities and intents, and is in compliance with Board financial and other Board policies.

- 3.4. Have a procurement policy that is consistent and aligned with the Broader Public Sector Procurement requirements.
- 3.5. Ensure that all use of Board financial reserves and all capital funded projects are approved by the Board of Directors prior to the use of these funds.
- 3.6. Ensure expenditure commitments beyond King's ability to fund them, including payroll requirements, are not authorized.
- 3.7. Not encumber any King's University College asset in any way via collateral, partnerships, contracts, etc., without Board approval.
- 3.8. Complete real property acquisitions and disposals based on Board of Director approval.
- 3.9. Ensure all financial reporting and payment requirements to government bodies are completed in total, within the required timelines and current fiscal year accounts.
- 3.10. Have in place, payroll, accounting, purchasing and other financial procedures so as to ensure they meet the organization's financial commitments and reporting requirements and auditor acceptance, and which protect the security of the funds and assets under the organization's control.
- 3.11. Ensure that the appropriate financial supports are in place in the budget to facilitate Board of Director requirements related to meetings, minutes, documentation and records management, an annual external audit, academic opportunities, communications and similar requirements.

4. Policies and Procedures

The Principal will:

- 4.1. Implement all Board of Director approved Governance and Board Policies, ensuring that the appropriate signed Operating Policies, Professional and Technical Standards and Procedures, training, communications and related initiatives are completed to inform staff and others on an effective and timely basis.
- 4.2. Ensure that all monitoring reports identified within the Board's Policies or as directed by the Board of Directors are completed as per each Board Policy or directive requirements and timelines.
- 4.3. Identify to the Board of Directors significant breaches in Board Policy, along with the remedial action taken or to be taken on a timely basis.

5. Board of Director Supports and Communications

The Principal will:

- 5.1. Inform the Board of Directors of any significant incident, event or other consideration that could negatively impact the liability, credibility or safety of King's or its stakeholders, or for which Directors need to be effectively prepared for in order to fulfill their governance roles on a timely basis.
- 5.2. Ensure adequate supports are in place for the calling of Board of Director and associated Board and committee meetings, the taking of minutes and notes, their distribution and records management.
- 5.3. Update the Board of Directors, at regular or special meetings, on emerging academic and service opportunities; challenges, trends and related strategic information, data; government policy and funding changes; relevant community, sector and partner initiatives; and associated insights and impacts.

6. Leadership

The Principal will:

- 6.1. Ensure that all practices and activities of King's are ethical, legal and protect the integrity and reputation of King's University College and any of its subsidiaries.
- 6.2. Ensure that a senior staff member is appointed to cover for regular leaves of the Principal in advance of a leave, and to identify that person to the Chair, Vice Chair and the organization. The staff member appointed can vary from time to time.
- 6.3. Ensure that a minimum of two senior staff individuals are identified to the Chair and Vice Chair of the Board of Directors, who are trained and capable to substitute when the Principal is unavailable to fulfill the position's responsibilities due to an emergency situation. The Chair or designate will enact the Board's Emergency Principal Policy in such cases.
- 6.4. Deal with the Board of Directors as a whole, except when responding to individual Directors' requests for information or responding to committee and work groups requests.
- 6.5. Officially speak on behalf of King's University College as per the Board's Communications Policy or on considerations associated with the organization's academic programs and operations, but not on considerations associated with the Board of Directors itself or the governance of King's University College.
- 6.6. Ensure that fund development initiatives are effectively pursued through active engagement of the Principal with the King's University College Foundation and its capital campaigns and overall development activities.

- 6.7. Ensure that any complaint, i.e.: faculty, staff, students, volunteer, funder, partner or a community member / other is treated as important, and that a procedure is in place to assess, address and report back to the complainant on a timely basis and to take action as necessary.

7. Human Resources

The Principal will:

- 7.1. Adjust the Principal's compensation program based solely on Board of Director approval.
- 7.2. Have a non-unionized staff compensation program approved by the Board in place that is consistent with the Board's Policies, the organization's budget capacity and statutory requirements. That the program is to be evaluated every three years, and to inform the Board before any staff compensation adjustment or offer is made that is outside the approved compensation program's rates for a position within the compensation program.
- 7.3. Negotiate and sign collective labour agreements on behalf of King's University College once Board approval is given, that are consistent with the Board's Policies and budget capacity, informing the Board before negotiations are initiated as to the opportunities, challenges, needs and limitations of the organization, and also to inform the Board after negotiations are completed as to the terms and conditions, or to discuss negotiations with the Board anytime during negotiations if the Principal wishes the Board's input or perspectives.
- 7.4. Ensure that any offers of employment, whether permanent, part time or contractual, are consistent with approved Human Resource Board Policies or as approved by the Board of Directors if outside these policies.
- 7.5. Effectively communicate and have staff and volunteers trained on an ongoing basis, that King's does not tolerate discrimination, harassment, bullying, physical or sexual abuse or similar behaviours, and to have in place, the appropriate procedures, communications and training programs that support understanding of and compliance with Board Policies in this regard, the rights of individuals and the processes and procedures individuals can pursue if they believe they have experienced such behaviours.
- 7.6. Develop an organizational culture of academic and service excellence by supporting innovation, faculty and staff training and development, recognition of efforts and

outcomes, promotion of and support for learning opportunities and forums and other strategies.

- 7.7. Ensure all faculty and staff of King's University College are treated fairly and equally, have clarity as to their role and accountabilities within King's University College are effectively supervised, and are periodically asked for their views / opinions on the organization's activities and culture.

8. Liabilities and Assets

The Principal will:

- 8.1. Ensure that no leases or contracts for supplies and services are entered into for more than five (5) years without Board of Director approval or encumber / threaten King's University College's ability to sustain itself.
- 8.2. Have in place, and to update annually, a Health and Safety Program for the organization that is based on legislative requirements, site inspections, incident assessments and other relevant inputs.
- 8.3. Ensure that a Disaster Recovery Strategy is in place and annually or regularly updated for all the organization's technology, computer and related operational components and data / information, as well as facilities.
- 8.4. Ensure that the organization has in place, active insurance that covers a loss up to at a minimum of 80% replacement value, as well as for an organizational liability and Board of Director and staff indemnification, at levels reflective of current risk parameters, as well a theft deterrent / loss prevention program as appropriate within King's University College to protect portable assets.
- 8.5. Regularly ensure that College digital services are protected against unauthorized intrusions, malicious or other negative impacts.
- 8.6. Ensure any staff or volunteer that has access to material amounts of College cash or other portable assets is bonded to a level that covers a potential loss.
- 8.7. Ensure reserves and / or cash available are invested based on the Board's Investment Policy and / or approved Board direction.
- 8.8. Ensure that all facilities and equipment of all types are used as per the organization's needs, that sustain the supplier life expectancy targets, and are maintained to the manufacturer's recommendations or industry standards and practises.

9. Strategic Planning

The Principal will:

- 9.1. Ensure that a Strategic Plan is completed at a minimum of every five (5) years, to be undertaken as per the Strategic Planning Policy.
- 9.2. Present a draft Strategic Plan to the Board of Directors for discussion and approval.
- 9.3. Report to the Board of Directors quarterly or as directed by the Board on the progress being made on each Strategic Direction and aligned strategy assigned to the Principal.
- 9.4. Ensure all stakeholders are aware of the Strategic Plan and its Directions / Priorities, and to connect faculty and staff performance appraisals to Strategic Plan outcomes as appropriate.

Monitoring

1. Included as a significant component in the Principal Annual Performance Appraisal.
2. Compliance issues and actions taken recorded in regular and special Board meeting minutes, with follow-up reviews taken as appropriate / required.

Appendices

Appendix 1

Name	Overall purpose	Authority derived from:	Duties/Responsibilities	Standing Committees:
<p>Members of Corporation</p>	<p>Broad oversight</p>	<p>Corporations Act</p>	<p>The right to make recommendations to the Board in respect of, and to monitor the implementation of, the Catholic mission of the College by which the Corporation shall operate</p>	<p>N/A</p>
			<p>Approve appointment of the Chair of the Board</p>	
			<p>Approve the process for appointment of, and to approve the appointment of, the Principal</p>	
			<p>Approve the appointment of all voting elected Directors after receiving the recommendation of the Nominating Committee</p>	
			<p>Approve of any sale, lease or encumbrance of any of the assets owned by KUC requiring approval under the canon law of the Roman Catholic Church, as it exists from time to time</p>	
			<p>Appointment of the auditor</p>	
<p>Board of Directors</p>	<p>Oversight of College</p>	<p>Corporations Act</p>	<p>As defined in by-laws/Corporations Act</p>	<p>Executive</p>
			<p></p>	<p>Nominating</p>
			<p></p>	<p>Finance and Investment</p>
			<p></p>	<p>Governance</p>
<p></p>	<p></p>	<p></p>	<p></p>	<p>Employee Relations</p>
			<p></p>	<p>Property</p>
<p>College Council</p>	<p>Academic policy-making and consideration and review of budget and operational policies</p>	<p>Board of Directors</p>	<p>(a) develop appropriate academic plans, policies and procedures;</p>	<p>Executive</p>
			<p>(b) review and approve modifications of academic programs and courses;</p>	<p>Nominating Committee</p>
			<p>(c) take such action as may be necessary for the maintenance of academic standards;</p>	<p>Strategic Enrolment Planning</p>
			<p>(d) develop and implement policies and procedures for admission to the College;</p>	<p>Admissions</p>
			<p>(e) approve procedures for the selection of new faculty appointments to the College;</p>	<p>Budget</p>
			<p>(f) to establish selection committees for administrative officers under the conditions of Annex I and to name the faculty, administration and student members to such committees;</p>	<p>Computer and Information Technology</p>
			<p>(g) elect or nominate members to bodies of the College and of the University of Western Ontario in accordance with the practices of such bodies;</p>	<p>Physical Plant</p>
			<p>(h) take measures to provide for the evaluation of the teaching performance of faculty from time to time;</p>	<p>Religious Life</p>
			<p>(i) elect members of the faculty to the Board of Directors in accordance with the practices of the Board</p>	<p>Scholarship & Bursary</p>
			<p>(j) recommend to the Board the College's overall operating budget;</p>	<p>Student Affairs Leadership</p>
			<p>(k) inquire into and report upon any matter affecting the reputation and effectiveness of the College;</p>	<p>Discipline Appeal subcommittee</p>
			<p>(l) make recommendations to the Board on any matter pertaining to the College residences and student life</p>	<p>Environment & Sustainability</p>
			<p>(m) make recommendations to the Board on policy and priorities in the use of the College's physical space</p>	<p>Internationalization</p>
			<p>(n) pass resolutions and make recommendations to the Board with respect to any matter connected with the administration of the College and the promotion of its affairs, but this clause shall not be construed to subtract from the powers and duties of the Board;</p>	<p>Planning - joint Committee with Board</p>
			<p>(o) establish such by-laws and committees as may be necessary for the conduct of business;</p>	<p>Campus Development - joint committee of Physical Plant (College Council) and Property (Board)</p>
<p>(p) forward decisions and recommendations concerning the foregoing to the Board and its committees, and/or the relevant bodies of the University of Western Ontario; and</p>				
<p>(q) delegate, subject to the approval of the Board of Directors, some of its powers to such bodies as Council chooses to establish.</p>				

Appendix 1

Name	Overall purpose	Authority derived from:	Duties/Responsibilities	Standing Committees:
Faculty Council	Academic policy-making	College Council	(a) develop appropriate academic plans, policies and procedures; (b) review and approve modifications of academic programs and courses; (c) take such action as may be necessary for the maintenance of academic standards; (d) approve procedures for the selection of new faculty appointments to the College; (e) take measures to provide for the evaluation of the teaching performance of faculty from time to time; (f) recommend through the Promotions and Tenure Committee the promotion of faculty, granting of tenure, and termination of contracts (g) elect members of the faculty to the Board of Directors in accordance with the practices of the Board (h) develop proposals for the instructional sections of the College budget (i) make recommendations to the College Council concerning the priorities of the overall budget (j) establish such by-laws and committees as may be necessary for the conduct of business.	Appointments, Promotion and Tenure Educational Policy Library Research Grants Research Ethics Review Faculty Chair Selection Faculty Orientation Faculty Research Activity Faculty Leave Excellence in Teaching Committee
KUCSC	Student advocacy	Incorporated under Corporations Act	Varied	Executive Finance Communications Internal Student Affairs External Student Affairs Student Events Agenda and Council Operations Judiciary Elections
King's Foundation	raise support for KUC through fundraising, management of funds, etc.	Corporations Act	As defined in by-laws/Corporations Act	Executive Finance and Investment