

Policy Number:	1.4.4 Board Committee Structure and Principles
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Relevant Statutory /

Regulatory Linkages:

Corporate By-Laws

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 President.
 - 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 President.
 - 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 President works for the full Board, the President 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 President.

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, President 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 President annual review
 - 4.1.4. Coordinate and oversee the work of Board Standing Committees and work groups
 - 4.1.5. Activate Executive Committee roles as per individual Governance Policies, e.g. President Search.
 - 4.1.6. Recommend Board appointments and President Search and Review Committees for Board approval.
 - 4.1.7. Be an advisory resource and support to the President.
 - 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) Act as the Nominating Committee of the Board.
- (d) 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.

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Effective Date:	February 2019
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