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<b>Policy Number:</b>	<b>1.2.1 Board of Directors' Role</b>
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**Relevant Statutory /**

**Regulatory Linkages:**

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*Not for Profit Corporations Act of Ontario, 2010.*

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Corporate By-Laws

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### **Policy Statement (Intent and Scope)**

The following represents the roles and responsibilities of individual Directors of the Board acting as a member of the Board of Directors of King's University College.

The Board is responsible for establishing the appropriate policies and procedures to enable the Board, its Committees and individual Directors to function independently of the senior management team to the extent considered necessary or desirable by Directors.

The Board, and committees with board approval, can retain and terminate independent professionals with the board having sole authority to approve all fees payable to an independent professional. Any Director can retain and terminate an independent professional with the prior approval of the Executive Committee.

The independent Directors (non-affiliated) may meet, after regularly scheduled board meetings, without members of management present for the purposes of exercising independent oversight of management, overseeing the board's relationship with management and, in particular, assessing the quality of the information that the board is receiving from management. The Board Chair may invite the President to participate in part of the meeting.

The Board is accountable to:

- 1.** The Government of Ontario for the funding it receives;
- 2.** The Members of the Corporation for acting consistently with the Articles, By-laws, Legislation, and the common law in governing the Corporation towards the achievement of its purposes, mission, vision, and strategic plan;
- 3.** The Corporation's employees for a safe workplace environment; and
- 4.** The students for a safe campus.

The Board shall govern the Corporation and supervise the President of. In doing so, the Board shall discharge the following responsibilities:

**1. Tone at the Top**

The Board is responsible for:

- 1.1 setting the tone for a culture of integrity and ethical values, and compliance throughout the organization and, in that regard, expects the highest level of personal and professional integrity from the President;
- 1.2 overseeing the establishment of such a culture through appropriate mechanisms, including assessing the President against this expectation; and
- 1.3 overseeing policies in respect of ethical, business and personal conduct.

**2. Oversight Accountability**

- 2.1 To be responsible for the legal, financial, programs and services and other operational accountabilities and responsibilities of King's University College.
- 2.2 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.
- 2.3 To ensure the organization operates within the requirements of all relevant statutory, regulatory and funder requirements and the Corporate By-Laws.
- 2.4 To liaise with and oversee the agreements and relationships between King's University College and King's University College Foundation.
- 2.5 To receive from Management a report, on a frequency to be determined by the Board (yearly at a minimum), that declares the Corporation's compliance with the following items:
  - 2.5.1 Corporation has ensured that financial results are tracking without material variance according to the projections in the Operating Budget.
  - 2.5.2 Corporation has ensured all required payments owed including payroll and other remittances have been completed.
  - 2.5.3 Corporation is in compliance in all material respects with all applicable legislation and requirements including maintaining a safe workplace.

### **3. Strategic and Operational Accountability**

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

### **4. President**

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

### **5. Representation and Advocacy**

- 5.1 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.
- 5.2 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.

<b>Original Approval Date:</b>	February 2019
<b>Effective Date:</b>	February 2019
<b>Revised:</b>	November 10, 2023
<b>Next Review:</b>	2026-27