



King's University College Governance Committee Terms of Reference

Authority:

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

Membership:

The Governance Committee shall be comprised of

- ✦ Five Voting Directors of the Board
- ✦ One Faculty member of the Board
- ✦ One Professional Officer of the Board
- ✦ One Staff of the Board
- ✦ One Student of the Board
- ✦ The President of King’s University College *Ex-Officio Non-Voting*
- ✦ The Vice-President & Academic Dean (*ex officio* non-voting resource)
- ✦ Representative of the Corporate Members *Ex-Officio Non-Voting*
- ✦ Other individuals may be invited from time to time as the agenda requires and as approved by the committee’s Chair.

Appointment and Term:

All members of the Committee will be appointed by the Executive Committee and have terms not exceeding three (3) years or their remaining number of years in their term on the Board, save and except for the President, Vice-President and Academic Dean, and representative of the corporate members who shall be *ex-officio* members of the Committee.

Chairing:

The Executive Committee will appoint one Voting Director to act as Chair of the Committee. The Chair will approve all agenda items and will be responsible for reports of meetings to the full Board of Directors.

Frequency of Meetings:

The Committee shall meet according to a committee approved workplan. Additional meetings and joint meetings with other standing committees of the Board may be requested by the Chair of Committee as required.

Purpose:

The Committee shall be responsible for reviewing by-laws and governance structures of the College, recommending changes as applicable, and recommending applicants for Director positions on the Board

Specifically:

1. To review and recommend to the Board of Directors:
 - ✦ approval of changes to the College's By-laws
 - ✦ membership, powers and mandates of standing committees
 - ✦ terms of reference for standing committees
 - ✦ terms of reference for Board of Directors
 - ✦ The Board's Governance and Board policies
2. Advise Board members of responsibilities and duties related to their roles, including:
 - ✦ Fiduciary duties
 - ✦ Accountability under the Act and Bylaws of the Board
 - ✦ Collegial Shared Governance
3. Responsible for making recommendation to the Board on director recruitment, and officer appointment.
4. Oversees Board orientation and development initiatives.
5. Oversees the Board self-evaluation, reviews results and makes recommendations to the Board based on the results.
6. Advises Chair on the role of the Chair and general Board functioning.
7. Act as Nominating Committee of the Board in accordance with relevant Board policies and recommend nominees to the Board for approval.
8. In exercising its powers, the Committee is governed by the Bylaws of the Board of Directors and the Ontario Not-for-Profit Corporations Act 2010, under which King's University College is established.

Record of Meetings

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

Quorum:

A majority of Committee members including one Voting Director shall constitute a quorum.

Original	Reviewed	Revised	Approved
September 2015	September 2024	June 2025	June 2025