



Knowledge Network Corporation (KNC) - Audit and Finance Committee Terms of Reference

The Committee

- The Committee consists of at least three members of the Board
- The Chair of the Board can participate as an ex-officio (non-voting) member
- The Director of Finance provides staff support to the Committee

Objectives

- To ensure that the audit process, financial reporting, budgets, and risk management systems are reliable, efficient and effective
- To assist the Board in fulfilling its oversight responsibilities in ensuring the integrity of KNC's financial information, internal controls and risk management

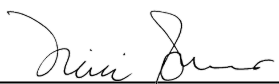
Responsibilities

- Review and make recommendations to the Board with respect to financial information including, the annual audit report, financial plans and statements, budgets and other financial reports of KNC or any of its directly or indirectly owned subsidiaries
- Review and obtain reasonable assurance that the risk management, internal control and information systems are operating effectively to produce accurate, appropriate and timely management and financial information
- Review the planning and results of external audit activities and the ongoing relationship with the external auditor
- Review the ongoing relationship with the investment manager and monitor the financial performance of the KNC Endowment Fund with due care, skill and diligence as a prudent investor would under natural circumstances and report on the performance and financial condition of the Fund to the Board.
- Ensure that the KNC Endowment Fund's investment objectives, policies, guidelines and asset allocations are complementary and appropriate given the investment environment and/or needs of the organization.
- Report to the Board all financial matters, policies or practices that may significantly affect the current or future position of KNC

Quorum

Quorum requires that up to two Committee members entitled to vote be present.

APPROVED on February 26, 2018.



Chair, Knowledge Network
Corporation



Chair, Audit and Finance
Committee



**Knowledge Network Corporation
Governance Committee
Terms of Reference**

The Committee

- The Committee consists of at least three members of the Board
- The Chair of the Board participates as an ex-officio (non-voting) member
- The Director of Government Relations and Communications provides staff support to the Committee

Objectives

- To provide a focus on governance that will enhance KNC's performance
- Ensures appropriate governance principles, structures and procedures are in place to allow the Board to function effectively

Responsibilities

- Participate in the delivery of the Board composition and succession plan which takes into account the current strengths, skills and experience on the Board and the strategic direction of KNC
- Oversee the governance framework and policy of the Board of Directors
- Support the assessment process for the Chair and individual Directors
- Oversee the orientation and ongoing development of Directors
- Assume other corporate governance related responsibilities as assigned to the Committee by the Board or the Chair

Quorum

Quorum requires that up to two or majority of Committee members entitled to vote be present.

APPROVED on this Dec 6 2012.

Chair, Knowledge Network Corporation

Chair, Governance Committee



Knowledge Network Corporation
Strategic Planning Committee
Terms of Reference

The Committee

- The Committee consists of at least four members of the Board
- The CEO participates as ex-officio (non-voting) member
- Staff support is provided to the Committee as required

Objectives

- To oversee the development of a broad strategic direction and a three year strategic plan for Knowledge Network Corporation for approval by the Board
- To advise on the development of a service plan and annual report for Knowledge Network Corporation for approval by the Board

Responsibilities

- Take the lead, in consultation with management, in determining a strategic direction for the organization
- Maintain an industry and environmental watch and propose new ideas and strategies as required
- To oversee the annual review and update of the three year strategic plan, annual report and service plan

Quorum

Quorum requires that up to two or majority of Committee members entitled to vote be present.

APPROVED on this 21 June 2012.

Chair, Knowledge Network Corporation

Chair, Strategic Planning Committee



**Knowledge Network Corporation
Human Resources Committee
Terms of Reference**

The Committee

- The Committee consists of all members of the Board.
- The Chair of the Board is the Chair of the Committee.
- The Director of Human Resources provides staff support to the Committee.

Objectives

- To fulfill the Board's oversight responsibilities relating to the human resource matters of the Knowledge Network Corporation.

Responsibilities

- Oversees the performance evaluation process for the President & CEO and receives annual reports on the CEO's performance relative to stated goals and objectives.
- Oversees the President & CEO's compensation including salary, benefits and other remuneration.
- Oversees the succession planning and recruitment process for the President & CEO.
- Receive and monitor quarterly reports from the President & CEO on pertinent human resource issues affecting Knowledge Network Corporation.

Quorum

Quorum requires that up to three or majority of Committee members entitled to vote be present.

APPROVED on this 11 April 2013.

Chair, Knowledge Network Corporation

Chair, Human Resources Committee