



**Knowledge Network Corporation  
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
- Report to the Board all financial matters, policies or practices that may affect the current or future position of KNC

**Quorum**

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

APPROVED on this Sept 27 2012.

  
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Chair, Knowledge Network  
Corporation

  
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Chair, Audit and Finance  
Committee



**Knowledge Network Corporation**  
**Fund Development and Partnership Committee**  
**Terms of Reference**

**The Committee**

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

**Objectives**

- To serve as ambassadors and strategists for fund development activities
- To provide advice on fundraising plans and targets
- To work in partnership with the Knowledge Network Director of Business and Partnership and staff to raise the funds required to achieve Knowledge Network goals

**Responsibilities**

- Participate strategically in fund development activities, e.g. partner with staff in cultivation and solicitation activities
- Help expand external relationships by identifying and qualifying potential donors.
- Bring specific industry/market insight and knowledge, networks and contacts
- Serve as a resource for Knowledge Network staff
- Suggest new ideas for revenue generation
- Represent fund development at Board meetings

**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, Fund Development and Partnership 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