

BRITISH COLUMBIA'S
Knowledge Network:
Governance and Policy

Knowledge Network Corporation

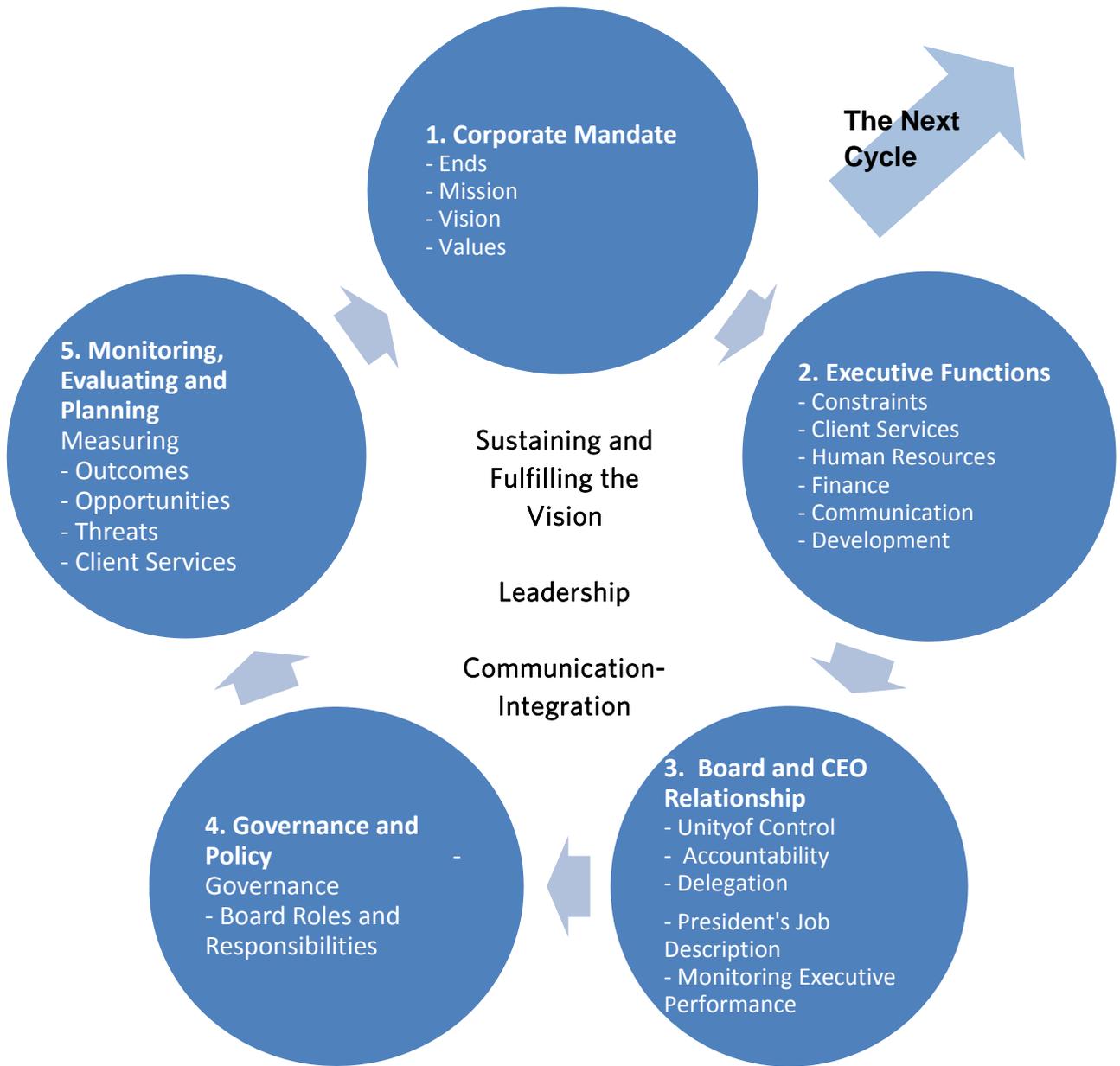
4355 Mathissi Place
Burnaby, BC V5G 4S3

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Knowledge Network Corporation Governance and Policy Model



Introduction

Board leadership requires that the Board provide vision. To do so, the Board must first have an adequate vision of its own work. The Governance and Policy approach provides a framework for structuring this task. Following this approach, the Board can free itself from unnecessary, time-consuming involvements and focus on the real business of governance; creating, sustaining, and fulfilling vision.

The Governance and Policy Model

The Governance and Policy model is explained fully in “Boards that Make a Difference” (John Carver, 1990). In brief, it reduces or eliminates meaningless Board and committee work, trivia, Board interference in administration, staff manipulation of the Board, unclear evaluation criteria and role confusion.

Governance and Policy model emphasizes vision and values, the empowerment of both Board and staff and the strategic ability to lead leaders. Because policies permeate and dominate all organizational life, they present the most powerful lever for the exercise of leadership. Designed as a total system to encompass all expressions of Board knowledge, the policy categories found in this document are: Ends, Executive Functions, Board-Staff Relationship, Governance Process and Monitoring, Evaluating and Planning Cycle.

The Board also monitors its own performance with a view to building continuous improvement and ensuring that its actions and decisions reflect and integrate the Strategic Plan.

Members of the Knowledge Network Corporation Board of Directors are appointed by Government and are responsible for policy direction. The Board is also responsible for ensuring that the strategic direction of the organization is clearly communicated to Government and to Knowledge Network Corporation.

The Board shall ensure that their operations and decision making processes are consistent with the Board Resourcing and Development Office Guidelines.

The Board delegates responsibility for day to day leadership and management of Knowledge Network Corporation to the President and Chief Executive Officer.

Knowledge Network Corporation Board governance practices are available on our website at www.knowledge.ca

Results and Outcomes

The Board's most important job is to devise a mission and mission-related statements which clearly set out what the desired results – the ends – of the organization's action are to be. What human needs are to be met, for whom, and at what cost? How will the world be different as a result of the organization's actions? Including, but not limited to the mission statement, Board-generated ends statements are defined succinctly and compose the organizational vision. The Board leaves it up to the staff to decide on the means by which to achieve these ends and it evaluates the Chief Executive Officer's performance primarily on how well organizational results match the desired ends.

Executive Functions

While the Board prescribes what ends (what results, for whom, at what cost) it wants to achieve, it also sets limits on the means which may be used to achieve these ends. These limits are principles of prudence and ethics that form a boundary on practice, activities, circumstances and methods. In Executive Functions policies, the Board states clearly, in direction to the Chief Executive Officer, what it will not allow, but it is otherwise silent regarding the staff's actions. This empowers the staff to use their full creative powers while at the same time safeguarding against potential abuses, thus enabling the Board to concentrate its energies on ends issues.

Board – CEO Relationship

The Board's sole connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer, titled President. In addition to providing the organization with a vision and defining what constitutes inappropriate practice, the Board must set policies about how it relates to staff – for example, the Board's approach to delegation, its view of the President's role and how it will assess his/her performance. The Governance and Policy model envisions the President as the link between the Board and the staff. In essence, the President is the Board's sole employee. The only specified duty of the President is to be accountable to the entire Board for the performance of the organization – accountable for how well the Board's ends are being met and how well executive action conforms to the established Executive Functions policies.

Governance Process

The Board must also set policies for its own internal working – how meetings will be conducted, what topics will be addressed, the role of officers and committees, how the Board will discipline itself. An Effective design of Board process will ensure that the Board fulfills its three primary responsibilities:

1. Maintaining links to the ownership.
2. Establishing the four categories of written policies.
3. Assuring executive performance.

These are areas for which the Board, and only the Board, must assume full responsibility. By setting clear Board Process policies, the Board develops a consistent plan for how it will operate - compelling it to remain focused on the critical challenges of providing vision and leadership.

Except for what belongs in by-laws or enabling statutes, these categories of Board policy are exhaustive; that is, they contain everything the Board has to say about the values and perspectives that underlie all organizational decisions, activities, practices, budgets, and goals.

Section: Board Policies
Chapter: Corporate Mandate
Subject:
Number: 1.0

1.0 CORPORATE MANDATE

1.1 Definitions

The **Vision Statement** is defined by the Board in consultation with the owners. It is a statement that defines the general purpose of the Corporation and provides a context for Ends Statements.

Ends are established by the Board. They define broad outcomes to be achieved over the next three-year period.

Annual Outcomes are recommended by staff and approved by the Board. They are linked to the Ends Statements in that they define, in measurable outcomes, how the Ends Statements will be achieved.

1.2 Vision and Mission Statements

Vision - Knowledge Network, as British Columbia's public educational broadcaster, supports lifelong learning by providing quality programming to all British Columbians through television, the web and other emerging technologies.

Mission - To provide all British Columbians with a trusted alternative for the commercial-free exploration of life, connecting them to the world through television, internet, and mobile platforms.

1.3 Value Statements

Trust

We serve the public interest and deliver on our brand promise, as expressed through our vision and mission.

Integrity

We work to the best of our abilities, engaging in principled decision-making and ensuring independence in programming.

Respect

We demonstrate due regard for everyone and strive to reflect diverse points of view.

Accountability

We are open, responsible and transparent in the conduct of our business.

Quality

We strive for excellence in the selection, presentation and distribution of our programming and in our interactions with all those we serve.

2.0 EXECUTIVE FUNCTIONS

2.1 General Executive Constraints

The President shall not cause or allow any practice, activity, decision or organizational circumstance which is either imprudent or in violation of commonly accepted business and professional ethics.

2.1.1 With respect to interactions with clients or those applying to be clients, the President shall not cause or allow conditions, procedures, or decisions which:

- (A) Are unsafe, undignified, unnecessarily intrusive,
- (B) Fail to provide appropriate confidentiality or privacy, or fail to recognize that the needs of the consumer define the supports that will be provided.

2.1.2 Dealings with staff and volunteers shall be humane, fair and dignified.

2.1.3 Compensation and benefits for staff shall be in accordance with public sector guidelines.

2.1.4 Budgeting in any fiscal period or the remaining part of any fiscal period shall be in accordance with Board Ends priorities. Actual financial conditions at any time shall not risk fiscal jeopardy; nor fail to show a generally accepted level of foresight.

2.1.5 Assets shall be protected adequately maintained and not be unnecessarily risked.

2.1.6 Information and advice to the Board will have no significant gaps in timelines, completeness or accuracy.

2.1.7 The President will not act as the official spokesperson for the Board.

2.1.8 Programs, services, and resource development initiatives will be consistent with the Corporation's Mission, Vision, and Strategic Goals.

2.1.9 No fewer than two executives will be informed of President and Board issues and processes.

2.1.10 The President will not establish any policy nor take any action, which, as stipulated by either statute or regulation, requires Board approval.

Section: Board Policies
Chapter: Executive Functions
Subject: Client Services
Number: 2.0

2.2 Client Services

With respect to interactions with clients or those applying to be clients, the President shall not cause or allow conditions, procedures, or decisions which:

- (A) Are unsafe, undignified or unnecessarily intrusive;
- (B) Fail to provide appropriate confidentiality or privacy;
- (C) Fail to recognize that the needs of the consumer define the supports that will be provided.

Accordingly, she or he shall:

2.2.1 Use application forms that elicit information for which there is clear necessity.

2.2.2 Use methods of collecting, reviewing, transmitting, or storing client information that protect against improper access to the material elicited.

2.2.3 Maintain facilities that provide a reasonable level of privacy both aural and visual.

2.2.4 Establish with clients a clear understanding of what may be expected and what may not be expected from the services offered.

2.2.5 Establish programs and services, which are directly related to accomplishing the needs of clients.

2.2.6 Provide a grievance process to those who believe that they are not accorded a reasonable interpretation of their rights under this policy.

Section: Board Policies
Chapter: Executive Functions
Subject: Human Resources - Working Conditions
Number: 2.0

2.3 Human Resources - Working Conditions

With respect to treatment of paid and volunteer staff, the President may not cause or allow conditions which are unfair, undignified, or inconsistent with the philosophy and values set in the Mission, Vision and Values Statements of the Corporation.

Accordingly, she or he shall:

2.3.1 Operate with personnel procedures, which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.

2.3.2 Not discriminate against any staff member for expressing an ethical dissent.

2.3.3. Allow staff to grieve to the Board when:

(A) Internal grievance procedures have been exhausted; and

(B) The employee alleges either:

(i) That Board policy has been violated to his or her detriment or;

(ii) That Board policy does not adequately protect his or her human rights.

2.3.4 Operate with a formal sexual harassment policy.

2.3.5 Take reasonable measures to provide for the safety and security of staff.

2.3.6 Acquaint staff with their rights under this policy.

Section: Board Policies
Chapter: Executive Functions
Subject: Human Resources – Compensation
Number: 2.0

2.4 Human Resources – Compensation

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the President may not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, she or he may not:

2.4.1 Change his or her own compensation and benefits.

2.4.2 Establish current compensation and benefits which:

- (A) Deviate from Public Sector Employer’s Council (PSEC) guidelines.
- (B) Create obligations, which are greater than revenues, which can be safely projected.

Section: Board Policies
Chapter: Executive Functions
Subject: Finance - Honoraria and Expenses
Number: 2.0

2.5 Finance – Honoraria and Expenses

This policy addresses the honoraria Board members receive for work done as Board members and for reimbursement for expenses incurred in the conduct of that work.

2.5.1 Honoraria

In recognition of their service, Board members receive an honoraria paid quarterly. Annual rates for the honoraria are as follows:

- Honoraria - Chair \$3,125
- Honoraria - Director \$2,500

2.5.2 Expenses

Knowledge Network covers the cost of travel and other expenses incurred by Board Members travelling on Corporation business in support of the KNC's mission. The expenses must be authorized, reasonable, appropriately documented and in accordance with the Corporation's Travel and Expense Claims policy.

Expenses include, but are not limited to:

- Use of Personal Vehicles
 - The Corporation's standard rate for kilometers traveled will be used. All insurance requirements are the responsibility of each director.
- Accommodation
 - Where possible, accommodation should be obtained at those hotels offering government or special corporate rates. Directors choosing to make private arrangements for accommodation are allowed to claim \$25.00 per night with no requirement for receipts.
- Meals
 - Directors will be reimbursed for all reasonable out-of-pocket meal expenses, or in accordance with the Corporation's standard per diem rates.
- Other Travel
 - Reimbursement of expenses for other travel costs will be normally limited to the standard economy fare for the travel undertaken.

It is intended that Directors shall be afforded transportation and accommodation standards which are reasonable, and that Directors will be prudent in the expenditure of public funds.

Section: Board Policies
Chapter: Executive Functions
Subject: Finance - Budget Development
Number: 2.0

2.6 Finance - Budget Development

Budget development or expenditures during any fiscal year or the remaining part of any fiscal year shall not deviate from Board Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

The President may not cause or allow a budget to be developed which:

2.6.1 Contains insufficient information to enable credible projection of revenues and expenses, separation of capital and operational items, and disclosure of planning assumptions.

2.6.2 Does not provide the annual operating funds for Board prerogatives, such as Board development, Board committee meetings, and Board professional fees.

2.6.3 Projects the expenditure in any fiscal year of more funds than conservatively projected to be received in that period.

2.6.4 Endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve ends in future years.

Nor may the President, without Board approval;

2.6.5 Authorize the implementation of the annual expenditure plan.

2.6.6 Make alterations in excess of \$50,000 to approved expenditure plans.

Section: Board Policies
Chapter: Executive Functions
Subject: Finance - Fiscal Condition
Number: 2.0

2.7 Finance - Fiscal Condition

With respect to actual, ongoing condition of the organization's financial health the President may not cause or allow the development of fiscal jeopardy.

Accordingly, the President will:

2.7.1 Ensure that financial management policies or practices do not deviate from the requirements of the Knowledge Network Corporation Act.

Section: Board Policies
Chapter: Executive Functions
Subject: Finance - Asset Protection
Number: 2.0

2.8 Finance - Asset Protection

The President shall ensure assets are protected, adequately maintained and are not unnecessarily risked.

Accordingly, the President shall ensure:

2.8.1 That reasonable safeguards are in place to prevent undue loss, damage or theft or property.

2.8.2 That adequate maintenance of Corporation equipment and facilities is carried out.

2.8.3 That the organization, its Board or staff, is not unnecessarily exposed to claims of liability.

2.8.4 That intellectual property, information and files are protected from loss or significant damage.

2.8.5 That receiving, processing or disbursing funds are under controls, and are sufficient to meet the Board-appointed auditor's standards.

2.8.6 That the Corporation's public image or credibility is not endangered.

Section: Board Policies
Chapter: Executive Functions
Subject: Communication and Counsel to the Board
Number: 2.0

2.9 Communication and Counsel to the Board

Ensure that the Board is fully informed and that the President will seek and provide counsel so that the Board's ability to carry out its functions is not jeopardized.

Accordingly, she or he shall:

2.9.1 Submit monitoring data required by the Board (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.

2.9.2 Ensure the Board is aware of relevant trends, anticipated adverse media coverage, material external and internal changes in the operating environment, and changes in the assumptions upon which Board policy has previously been established.

2.9.3 Advise the Board if, in the President's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Staff Relationships, particularly in the case of Board behavior, which is detrimental to the work relationship between the Board and the President.

2.9.4 Provide the Board with the information that allows it to make fully informed choices.

2.9.5 When possible present information in a clear and concise form.

2.9.6 When possible and in a timely manner report any actual or anticipated noncompliance with any policy of the Board.

Section: Board Policies
Chapter: Executive Functions
Subject: External Communications
Number: 2.0

2.10 External Communication

The President shall observe Board protocols established by the Board and accordingly will not presume to act as the official spokesperson for the Board or represent the Board in those areas or matters that relate to governance.

Section: Board Policies
Chapter: Executive Functions
Subject: Programs and Services, and Resource Development Initiatives
Number: 2.0

2.11 Programs, Services, and Resource Development Initiatives

Programs, Services and Resource Development Initiatives will be consistent with the Corporation's Mission, Vision, and Strategic Goals.

Accordingly the President will ensure:

2.11.1 That any new program or service, authorized or implemented, is consistent with the Mission, Vision and Strategic Goals.

2.11.2 That existing or new programs or services to be continued or implemented are effectively monitored and evaluated.

2.11.3 That prior consultation is held with the Board to include its views about the appropriateness of the proposed program or service.

2.11.4 That programs to be broadcast on Knowledge Network are in accordance with CRTC Guidelines.

2.11.5 That requested augmented funding for Programs, Services and Resource Development Initiatives are consistent with the Corporation's Vision, Values and Strategic Goals.

Section: Board Policies
Chapter: Executive Functions
Subject: Ends Focus of Grants or Contracts
Number: 2.0

2.12 Ends Focus of Grants or Contracts

The President may not enter into any grant or contract arrangements that fail to emphasize primarily the production of results, and secondarily, avoidance of unacceptable means.

Accordingly, the President shall:

2.12.1 Prohibit particular methods and activities that could permit grant funds being used in imprudent, unlawful or unethical ways.

2.12.2 Assess and consider an applicant's capability to produce appropriately targeted, efficient results.

2.12.3 Ensure that there is no conflict of interest in awarding purchases or other contracts.

2.12.4 Not execute or delegate authority to commit the Corporation to contracts without ensuring rules relating to the execution of documents and the making of commitments and obligations of the Corporation are in followed.

2.12.5 Ensure that policies give consideration to British Columbia suppliers and corporate social responsibility principles when purchasing products or services.

2.12.6 Enter into contracts that meet the requirements of the Knowledge Network Corporation Act.

Section: Board Policies
Chapter: Board-CEO Relationship
Subject: Unity of Control
Number: 3.0

3.0 BOARD - CEO RELATIONSHIP

3.1 Unity of Control

Only decisions of the Board acting as a body are binding upon the President.

- 3.1.1 Decisions or instructions of individual Board members, officers, or committees are not binding on the President except in rare instances when the Board has specifically authorized such exercise of authority.
- 3.1.2 In the case of Board members or committees requesting information or assistance without Board authorization, the President can refuse such requests that require - in the President's judgment - a material amount of staff time, funds or a disruption.

Section: Board Policies
Chapter: Board-CEO Relationship
Subject: Accountability of the President
Number: 3.0

3.2 Accountability of the President

All Board authority to staff is delegated through the President, so that all authority and accountability of staff is considered to be authority and accountability of the President.

Accordingly:

3.2.1 The Board will refrain from giving instructions to persons who report directly or indirectly to the President.

3.2.2 The Board will refrain from evaluating any staff other than the President.

Section: Board Policies
Chapter: Board-CEO Relationship
Subject: Delegation to the President
Number: 3.0

3.3 Delegation to the President

The Board shall instruct the President through its written policies which prescribe the Organizational Ends to be achieved, describe organizational situations and actions to avoid enabling the President to use any reasonable interpretation of these policies.

Accordingly:

3.3.1 The Board will direct the President to achieve specific results, for specified recipients, at a specific cost through the establishment of Ends policies. These policies will be developed systematically from the broadest, most general level to more defined levels.

3.3.2 The Board will limit the latitude the President may exercise in practices, methods, conduct any other “means” to the Ends through the establishment of Executive Functions policies. The policies will be developed systematically from the broadest, most general level to more defined levels.

3.3.3. As long as the President uses any reasonable interpretation of the Board’s Ends and Executive Functions policies, the President is authorized to establish all further strategies, make all decisions, take all actions, establish all practices and develop all activities.

3.3.4 The Board may change its Ends and Executive Functions policies, thereby shifting the boundary between Board and President domains. By doing so, the Board changes the latitude of choice given the President. But as long as any particular delegation is in place, the Board will respect and support the President’s choices.

Section: Board Policies
Chapter: Board-CEO Relationship
Subject: President's Job Description
Number: 3.0

3.4 President's Job Description

As the Board's single official link to the operating organization, the President's job is to ensure:

1. That the Corporation conforms to the Board policies on Ends; and
2. That the Corporation operates within the boundaries of prudence and ethics established in Board policies on Executive Functions; and
3. That she or he carries out other responsibilities pursuant to Knowledge Network Corporation and other relevant legislation.

Section: Board Policies
Chapter: Board-CEO Relationship
Subject: Monitoring Executive Performance
Number: 3.0

3.5 Monitoring Executive Performance

Systematic and rigorous monitoring of the President' job performance will be based upon the policies, outlined in the President's Job Description.

Accordingly:

3.5.1 Monitoring determines the degree to which Board policies and the reference policies are being met.

3.5.2 The Board will acquire monitoring data by one or more of the following methods;

- (A) Internal reports: Disclosure of compliance information to the Board from the President. This will be accomplished primarily through the approved Accountability Framework and Executive Reports.
- (B) External report: Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party unless the Board has previously indicated that the party's opinion to be the standard.
- (C) Direct Board inspection: Discovery of compliance information by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board which allows a "prudent person" test of policy compliance.

3.5.3 In every case, the standard for compliance shall be any reasonable interpretation of policy being monitored.

3.5.4 All policies, which instruct the President, will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

3.5.5 The Board will annually review the President's annual performance against the position description and the Service Plan and Annual Report. Goals of the Service Plan and Annual Report will provide the framework for results achieved.

Section: Board Policies
Chapter: Governance and Policy
Subject: Governance Guidelines
Number: 4.0

4.0 GOVERNANCE POLICY

4.1 Governance Guidelines

The Board, on behalf of the people of British Columbia, will lead Knowledge Network Corporation with a strategic perspective, rigorously attending to the continual improvement of its leadership role and to its capability as a body to define values and vision.

4.2 Governance Principles

Knowledge Network Corporation is guided in its governance by principles that are intended to support best practices in innovation and improvement, sound fiscal management and respect for all the stakeholders.

PRINCIPLES	HOW WILL THEY BE ACHIEVED?
Ensure broad based, relevant Board representation.	Recommend individuals from business, education, finance, law, digital media and other relevant disciplines.
Promote strategic macro-governance direction.	Work with management to ensure continuous improvement of service delivery.
Maximize value for money.	Operate by demonstrating effectiveness and efficient in use of resources.
Listen to Knowledge Network Corporation partners.	Seek input from partners, stakeholders and the Provincial government and act on it.
Leverage best practices including the selection of performance measures and targets.	Support the CEO in the development, implementation, and evaluation of a Service Plan that meets goals and objectives set by the Board.

Section: Board Policies
Chapter: Governance and Policy
Subject: Governance Practices
Number: 4.0

4.3 Governance Practices

The Board will govern with a style which emphasizes:

Outward vision and openness;
Encouragement of diversity in viewpoints;
Strategic leadership more than administrative detail;
Clear distinction of Board and chief executive roles;
Collective rather than individual decisions;
Future rather than past or present; and,
Proactively rather than reactively.

The Board will:

1. Operate in all ways mindful of its civic trusteeship obligation to the public. It will allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling this commitment.
2. Cultivate a sense of group responsibility. The Board will be responsible for excellence in governing. The Board will be an initiator of policy and will use the expertise of individual members to enhance the Board as a body in the policy making process.
3. Direct, control and inspire the organization through the careful establishment of the broadest written policies reflecting the Board's values and perspectives. The Board's major focus will be on strategic leadership, collective decision-making, focus on the future (with consideration of past and present) and proactive business strategies.
4. Enforce upon it whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy making principles, respect of roles, speaking with one voice to staff through written policies, and ensuring the continuity of governance capability. Continual Board development will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement.
5. Welcome staff initiative and cultivate a sense of teamwork.
6. Monitor and discuss the Board's process and performance as part of the process of conducting the annual Chair, Vice-Chair and Director assessments in January. Self-monitoring will include comparison of Board activity and discipline to policies 4.6 Board Competency and Attributes (pg 30) and 4.9 Board Members' Code of Conduct (pg 35).

4.4 Board Responsibilities

The job of the Board is to represent the people of British Columbia in determining and demanding appropriate organizational performance. It will also fulfill its accountability obligations by reporting on the Corporation's performance. To distinguish the Board's own unique job from the jobs of its staff, the Board will concentrate its efforts on the following job "products" or outputs:

1. The link between the organization and the people of British Columbia.
2. Written governing policies which, at the broadest levels, address:
 - (A) Corporate Mandate: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which needs at what cost).
 - (B) Executive Functions: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - (C) Governance Process: Specifications of how the Board conceives, carries out and monitors its own tasks.
 - (D) Board-President and CEO Relationship: How power is delegated and its proper use monitored; the President and CEO role authority and accountability.

4.4.1 Chair Responsibilities

The Chair of the Board as appointed by the Lieutenant Governor in Council pursuant to the Knowledge Network Corporation Act shall preside at all Board meetings, but if the Chair of the Board is not present within 30 minutes after the time appointed for commencement of the meeting, the Vice-Chair shall preside at the meeting, and if neither of the Chair of the Board nor the Vice-Chair is present, the Directors present shall elect one of their number to preside.

4.4.2 Vice-Chair Responsibilities

The Board shall elect a Vice-Chair who shall be a director and who shall:

- (A) Preside at meetings of the Board in the absence of the Chair of the Board;
- (B) Perform such further functions as may be assigned by the Chair of the Board or by the Board.

4.4.3 Director Responsibilities

Each Director will demonstrate a solid understanding of the role, responsibilities and legal duties of a Director and the governance structure of the Corporation as outlined in the Governance and Policy Manual. Directors will adhere to the highest possible standards of performance and should act honestly, in good faith and in the best interests of the Knowledge Network Corporation. They should avoid conflicts of interest and maintain confidentiality on corporate matters.

Directors should act diligently in reading meeting materials and maintain an excellent Board and Committee meeting attendance record. They should participate and contribute fully and frankly in the deliberations and discussions of the Board. In addition they should participate actively as a member or Chair of one or more committees and become knowledgeable with the Terms of Reference of those committees.

As Knowledge Network is a registered charitable organization, Directors are encouraged to become Knowledge Partners, to strengthen them in their role as advocates for others to support public broadcasting in British Columbia.

Each Director brings to the table a unique set of experiences, expertise and knowledge. It is expected that Directors will apply those particular skills to address those issues facing the Corporation and to serve as a helpful resource to the Board and Management where necessary and appropriate.

4.4.4 Board Secretariat Responsibilities

The Board Secretariat of Knowledge Network Corporation (KNC) is responsible for coordinating and facilitating the work of the Board of Directors of KNC and its subsidiary, providing administrative, advisory and secretarial support.

- The focal point for communication and information with the Board of Directors, its subsidiary and Committees
- Act as liaison between Board and the President's Office or his designated representatives
- Ensures the Board is aware and understands the Corporation's governing legislation
- Administers and advises on policies and procedures as outlined in the Governance and Policy Manual
- Coordinates logistics for Board and Committee meetings including agendas, documentation and minutes
- Coordinates the annual assessment process for the Chair, Vice-Chair and Directors
- Facilitates the succession planning, appointment and orientation process in consultation with the Chair
- Assists the Chair and Directors in the discharge of their respective duties
- Ensures the Corporation and the Board fulfills the all requirements of a Crown Corporation including documentary filings, disclosure requirements and accurate record keeping
- Carry out any other appropriate duties and responsibilities as may be assigned by the Board, Board Chair, a Board Committee or Committee Chair

4.5 Board Committee Structure

A committee is a Board committee only if its existence and charge come from the Board, regardless whether Board members sit on the committee. The only Board committees are those which are set forth in this policy.

1. Audit and Finance Committee
The purpose of the Committee is to ensure that the audit process, financial reporting, budgets, and risk management systems are reliable, efficient, and effective.
2. Governance Committee
The purpose of the Committee is to ensure that Knowledge Network develops and meets policy and governance objectives.
3. Strategic Planning Committee
The purpose of the Committee is to ensure Knowledge Network's strategic direction meets the public policy objectives identified in the Knowledge Network Corporation Act.
4. Fund Development and Partnership Committee
The purpose of the Committee is to identify new sources of revenue and serve as ambassadors and strategists for fund development activities and for the development of external relationships.
5. Community Outreach and Engagement
The purpose of the Committee is to provide input, recommendations and feedback on the various outreach and engagement initiatives undertaken by the Corporation in order to strengthen our relationship with our viewers and to share our brand story with them.
6. Human Resources Committee
The purpose of the Committee is to ensure Knowledge Network's compensation and human resource philosophies and strategies are in keeping with our mission, values, and key goals, as well as our legislative and government policy guidelines and requirements.

Meetings and Quorum:

1. Meetings shall be at the call of the Chair of the Committee.
2. A quorum shall consist of two or majority of members of the Committee.

Section: Board Policies
Chapter: Governance and Policy
Subject: Board Competency and Attributes
Number: 4.0

4.6 Board Competency and Attributes

The Board's broad role is that of:

LEADER- in consultation with key stakeholders, assists in setting strategic direction, monitors outcomes and empowers management.

OVERSEER- evaluates performance measures and holds management accountable.

STEWARD - shepherds resources of others.

REPORTER - report to government, stakeholders, public and others as identified.

Board Composition

The individuals who make up the Board of Directors should ideally be residents of British Columbia and should collectively, have the necessary attributes, knowledge and competencies to:

- Add value and provide support to management in the identification of organizational strengths, weaknesses, opportunities and risks;
- Effectively monitor the performance of management and the organization, and also account for its performance.

4.6 Personal Attributes of Board Members

All Board members should possess the following personal attributes:

- High ethical standards and integrity in professional and personal dealings;
- Appreciation of the responsibilities to the public;
- Able and willing to raise potentially controversial issues in a manner that encourages dialogue;
- Flexible, responsive and willing to consider other's opinions;
- Capable of a wide perspective on issues;
- Ability to listen and work as a team member;
- No direct or indirect conflict of interest with the member's responsibility to the organization;
- Strong reasoning skills;
- Able and willing to fulfill time commitment to carry out responsibilities; and,
- Commitment to continuous learning about Knowledge Network Corporation and public educational broadcasting.

Section: Board Policies
Chapter: Governance and Policy
Subject: Board Competency Matrix
Number: 4.0

4.7 Board Competency Matrix

Broadcast Industry

Knowledge of broadcasting business and new communications technology, web and digital media (including work experience in the broadcast, communications or cable industries, work experience in internet content development).

Education

Knowledge of educational programming, life-long learning processes and practices (including work experience including exposure to needs of children, youth and adults and understanding of the unique educational needs and opportunities in B.C.)

Leadership/Management Skills

Including work experience as CEO/Senior Manager including knowledge of strategic planning and outcomes based evaluation practices.

Financial Expertise

Including work experience as CFO or other financial designation.

Legal Expertise

Including experience as counsel for non-profits or with broadcast industry related fields.

Public Sector Experience

Including senior level work experience in public or non-profit sectors.

Knowledge of communities served by Knowledge Network Corporation

Including residents of B.C.

Knowledge of Fund-Raising in Non-Profit or Regulated Sectors

Including in-depth knowledge of one or more areas of external relations, donor relations, annual gifts and capital development programs.

Knowledge of Communications, Public Relations and Marketing Sectors

Including work experience within the fields of communications, public relations and marketing

Experience with Documentary, Educational and Children's Programming

Including one or more of: writing, production, directing and funding.

Knowledge of B.C.'s Cultural Diversity

Including the understanding of BC's cultural diversity and its effect and relevance on Knowledge Network programming

Section: Board Policies
Chapter: Governance and Policy
Subject: Board Succession Planning
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4.8 Board Succession Planning

- Ensures sufficient experience as outlined in the Board competencies matrix.
- Ensures diversity in member representation.
- Defines the maximum term of office.
- Determines the required skill set for the Board as a whole.
- Process anticipates future organizational needs.
- Provisions are made in by-laws.

Section: Board Policies
Chapter: Governance and Policy
Subject: Code of Conduct
Number: 4.0

4.9 Board Members' Code of Conduct

The Board commits itself and its members to ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum when acting as Board members.

1. Board members must represent unconflicted loyalty to the interests of the ownership. This accountability also supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staff. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the organization's services.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - (A) There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - (B) When the Board is to decide upon an issue, about which a member has unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - (C) Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates. Should a Board member desire employment, he or she must first resign.
 - (D) Board members will disclose their involvement's with other organizations, with vendors, or with any other associations whenever the potential for a conflict exists.
3. Board members may not attempt to exercise individual authority over the organizations except as explicitly set forth in Board policies.
 - (A) Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly Board-authorized.
 - (B) Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member to speak for the Board.
 - (C) Board members will make no individual judgments of CEO or staff performance.

(D) The Board does not participate in negotiating committees and it delegates authority to the CEO to conduct negotiations with bargaining units representing employees.

4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Board members must comply with both the letter and spirit of all applicable laws and regulations. Members will be sufficiently familiar with any legislation that applies to their work in order to recognize potential liabilities and to know when to seek legal advice.
6. Trust, integrity, respect, accountability and quality are key values to Knowledge Network's success. Any Board member who knows or suspects a breach of KNC's Code of Conduct has a responsibility to report it to the Chair.

Section: Board Policies
Chapter: Governance and Policy
Subject: Annual Monitoring, Evaluating and Planning Cycle
Number: 5.0

5.0 Annual Monitoring, Evaluating and Planning Cycle

To accomplish its job outputs with a governance style consistent with Board policies, the Board will follow an annual agenda which:

1. Completes a re-exploration of ends policies annually; and
2. Continually improves its performance through attention to Board education and to enriched input and deliberation.

The cycle will conclude each year on the last day of October in order that administrative budgeting can be based on accomplishing a one year segment of the most recent Board long range vision. In December, the Board will develop its agenda for the ensuing one year period.

Education, input and deliberation will receive paramount attention in structuring the series of meetings and other Board activities during the year. To the extent feasible, the Board will identify those areas of education and input needed to increase the level of wisdom and forethought it can give to subsequent choices.

5.1 Measurement

Areas of measurement will include:

- Outcomes
- Opportunities
- Threats
- Client Services