



**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 ex-officio (non-voting) member.
- The Director of Finance & Administration provides staff support to the Committee.
- The Chair of the Committee is recommended by the Board Chair and approved by the Board of Directors.

Objectives

- To ensure that the audit process, financial reporting, budgets, investments, 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 conditions of the Fund to the Board.
- Ensure that the KNC Endowment Fund's investments objectives, policies, guidelines, and asset allocations are complementary and appropriate given the investment environment and/or needs of the organizations.
- Report to the Board all financial matters, policies or practices that may affect the current or future position of KNC.

Quorum

The quorum necessary for the conduct of business is a majority of committee members.

APPROVED on this April 10, 2025

Chair, Knowledge Network Corporation

Chair, Audit and Finance Committee

Next review: 2026



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

The Committee

- The Committee consists of at least four members of the Board.
- The Chair of the Board can participate as an ex-officio (non-voting) member.
- The Director of Government Relations and Communications provides staff support to the Committee.
- The Chair of the Committee is recommended by the Board Chair and approved by the Board of Directors.

Objectives

- To ensure Knowledge Network's Equity, Diversity and Inclusion Action Plan promotes equity, diversity and inclusion.
- To assist the Board, President and CEO in ensuring the principles of equity, diversity and inclusion are reflected and implemented in Knowledge Network's internal operations and policies, its programming, and our community, audience and industry engagement, with a focus on dismantling barriers for Indigenous, racialized, LGBTQ25+, people with disabilities, women and other equity deserving groups.

Responsibilities

- To ensure Knowledge Network engages with industry organizations-especially those representing the views of IBPOC and other communities who have been marginalized-to share and implement ideas, information and best practices that advance greater equity, diversity, and inclusion.
- To ensure Knowledge Network seeks input from community and the creative industry on a regular basis on Knowledge Network's policies and goals of equity, diversity, and inclusion and any other issues of concern for equity-deserving community members.
- To advise the Board on opportunities and practices that will support and advance Knowledge Network's equity, diversity, and inclusion goals.
- Review and make recommendations to the Board to expand and strengthen Knowledge Network's Equity, Diversity, and Inclusion Action Plan on a timely basis.

Reporting

- The Committee will report to the Board at each Board meeting and advise on and approve progress reports of the Equity, Diversity and Inclusion Action Plan.
OR
- Review and make recommendations to the Board with respect to equity, diversity and inclusion information including the annual progress report on Knowledge Network's equity, diversity and inclusion action plan.



Quorum

The quorum necessary for the conduct of business is a majority of committee members.

APPROVED on April 10, 2025 _____

Chair, Knowledge Network
Corporation

Chair, EDIA
Committee

Next review: 2026



**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 ex-officio (non-voting) member.
- The Director of Government Relations and Communications and the Director of Human Resources provide staff support to the Committee.
- The Chair of the Committee is recommended by the Board Chair and approved by the Board of Directors.

Objectives

- 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 considers 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

The quorum necessary for the conduct of business is a majority of committee members.

APPROVED on this April 10, 2025

Chair, Knowledge Network Corporation

Chair, Governance Committee

Next review: 2026



**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

The quorum necessary for the conduct of business is a majority of committee members.

APPROVED on this April 10, 2025

Chair, Knowledge Network Corporation

Chair, Human Resources Committee

Next review: 2026



**Knowledge Network Corporation (KNC)
Strategic Planning Committee
Terms of Reference**

The Committee

- The Committee consists of at least four members of the Board and includes the Chair of the Board
- The CEO participates as ex-officio (non-voting) member.
- Staff support is provided to the Committee as required.
- The Chair of the Committee is recommended by the Board Chair and approved by the Board of Directors.

Objectives

- To oversee the development of a broad strategic direction and a three-year strategic plan for KNC for approval by the Board
- To ensure strategic priorities align with KNC's public mandate.

Responsibilities

- Work with the President and CEO and management to identify strategic priorities. Provide input and feedback on the development of strategic goals and objectives.
- Provide updates to the Board with opportunities for discussion and input.

Quorum

The quorum necessary for the conduct of business is a majority of committee members.

APPROVED on this April 10, 2025

Chair, Knowledge Network
Corporation

Chair, Strategic Planning
Committee

Next review: 2026