

BRITISH  
COLUMBIA'S

**Knowledge  
Network:**

**Governance Policy Manual**

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## KNC Governance Organizational Chart

DRAFT

**KNC**

### Provincially Mandated



### Federally Regulated



### Provincial Government Crown Agency Resources:

#### Crown Agencies and Board Resourcing Office (CABRO)

- Oversees the recruitment and recommendation of candidates for appointments to all Crown corporations, agencies, boards and commissions and provides oversight of Crown governance and corporate accountability, including overseeing the delivery of mandate letters, service plans and annual service plan reports.

#### Public Sector Employers' Council Secretariat (PSEC)

- Oversees the Province's strategic coordination of labour relations, total compensation planning, and human resource management across the broader public sector.

## 1.0 KNOWLEDGE NETWORK CORPORATION VISION, MISSION, VALUES AND STRATEGIC GOALS

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### 1.1 Vision Statement

*KNC is British Columbia's public educational broadcaster supporting lifelong learning by providing quality programming through television, web and mobile.*

The Vision Statement is developed by the Board and describes what KNC aspires to achieve while serving as a guide to inform decision-making.

### 1.2 -Purpose

*Knowledge Network provides British Columbians with trusted, free, and commercial-free content that enriches minds, fosters understanding, and contributes to a connected and more informed society.*

The Purpose Statement is developed by the CEO, the Senior Management Team and other Staff and communicates what KNC does and who we serve.

### 1.3 Values Statements

#### Committed

*We are dedicated to providing quality and care in all aspects of our work and relationships.*

#### Curious

*We are open-minded and actively engage with new ideas to foster understanding, acceptance, continuous learning and growth.*

#### Inclusive

*We curate programming that reflects the experiences and interests of our diverse BC viewers. We ensure equitable commissioning practices, and we foster a diverse workforce and culturally safe workplace.*

#### Accountable

*We are transparent, we act with integrity, and we live our values, thereby earning the trust of our community, including our viewers, our donors, our storytellers and our staff.*

The Values are developed by the CEO, the Senior Management Team and other Staff to describe how we will deliver our public service.

**1.4 Strategic Goals 2022-2025** GOAL 1 - Attract more viewers to and viewing of Knowledge's live streaming and video on demand service.

GOAL 2 - Upgrade the operation of our multiple streaming platforms and improve the user experience.

GOAL 3 - Collaborate with B.C.'s Indigenous, racialized and equity deserving independent production companies to champion their stories.

GOAL 4 - Enrich the employee experience.

GOAL 5 - Financially support programming and operations by sustaining and growing Knowledge's charitable giving initiatives.

The Strategic Goals are developed by the Board, CEO and Senior Management and communicate KNC's intended objectives for a three-year period.

## 2.0 PROVINCIAALLY MANDATED, FEDERALLY REGULATED

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### 2.1 KNC's Reporting Relationships

2.1.1 KNC's primary reporting relationship is with the Provincial Government. As a public sector organization, we provide programs and services on its behalf. We maintain a close working relationship with it and together are responsible for ensuring KNC:

- a) Achieves public policy objectives;
- b) Serves the public interest; and
- c) Demonstrates accountability to B.C. and its citizens.

2.1.2 KNC is B.C.'s public educational broadcaster. It is unique in that it is:

- a) A B.C. crown corporation created in 2007 under the KNC Act.<sup>1</sup> It is funded in part by the Provincial Government and is responsible to the Ministry with a Provincial Government-appointed Board guiding its strategic direction.
- b) A Canadian broadcaster federally regulated by the CRTC pursuant to the terms of its broadcast license issued pursuant to the Broadcasting Act. A key requirement of being a public educational broadcaster is editorial independence<sup>2</sup>. While the Provincial Government provides broad direction to KNC as it relates to serving British Columbians, programming must be independent from its control.
- c) A Canadian registered charity, federally regulated by CRA, KNC files charity tax returns and maintains up-to-date records on charitable activities.

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<sup>1</sup> Knowledge Network was previously a division of the Open Learning Agency which was wound down by the Provincial Government. With a new commitment from the Provincial Government, Knowledge Network continued its public broadcast service. The Open Learning Agency Act was repealed in 2008 by the Act.

<sup>2</sup> The federal regulation made under the *Broadcasting Act* that is applicable to the issuance of KNC's broadcast licence mandates programming independence. Such regulation is called "Direction to the CRTC (Ineligibility to Hold Broadcasting Licences)" found online at <https://laws.justice.gc.ca/eng/regulations/SOR-85-627/page-1.html#h-887736>

## 2.2 KNC's Board of Directors

2.2.1 The Board is a "Governance Board". A Governance Board is one that is free to deal with KNC's macro-management issues while leaving KNC's day-to-day micro-management issues to the CEO and the Staff. The Act encourages the Board to act as a Governance Board, by requiring the Board to, "...manage the affairs of the corporation or supervise the management of those affairs... [emphasis added]".

2.2.2 The Board ensures KNC meets its Provincial Government mandate and complies with related legislation. It also ensures that KNC meets its requirements to be a licensed Canadian broadcaster and a registered charity<sup>3</sup>.

2.2.3 Board appointments are made by Order-in-Council of the Cabinet.

## 2.3 KNC Board & Ministry Relationship

2.3.1 The relationship between the Board and the Ministry is respectful and cooperative.

2.3.2 The Minister is the formal link between KNC and the Provincial Government. The Chair is the formal link between KNC and the Provincial Government. The Minister, the Chair and the CEO meet as needed to provide updates on activities and funding priorities.

2.3.3 As a public sector organization, [KNC](#) works with the Ministry to plan and communicate services for British Columbians through Mandate Letters, Service Plans and Annual Reports.

2.3.4 The Ministry communicates priorities to the Board through an annual [Mandate Letter, which is developed in collaboration with Staff and approved by Cabinet](#).

2.3.5 Mandate Letters are approved by the Board through a formal resolution and signed by each Director and the Minister responsible.

2.3.6 KNC develops three-year Service Plans outlining Strategic Goals with performance targets, and Annual Reports with performance outcomes of Strategic Goals identified in the Service Plans.

2.3.7 Service Plans and Annual Reports must be approved by the Board and the Minister responsible and are public documents.

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<sup>3</sup> The last audit by the Canada Revenue Agency for KNC's charitable activities was in 2007 with no issues raised.

## 2.4 KNC's Planning & Reporting Documents

2.4.1 Strategic Plan – a three-year plan developed by the Board with Strategic Goals and performance measures.

2.4.2 Mandate Letter – developed cooperatively by the CEO, Senior Management and Ministry and issued by the Provincial Government annually to communicate direction and priorities to KNC.

2.4.3 Service Plan – a three-year plan issued annually by KNC outlining Strategic Goals and how they relate to the Provincial Government's direction and priorities which is approved by the Board and Minister and then made public.

2.4.4 Annual Report – a report issued annually by KNC showing how its business outcomes compare with the Strategic Goals in the [Service Plan](#) which is approved by the Board and Minister and then made public.

## 2.5 KNC Board & CEO Relationship

### 2.5.1 CEO's Job Description

- a) As the Board's official link between it and the day-to-day operations of KNC, the CEO is responsible for executing the Strategic Goals and providing leadership, direction, and guidance to the Board in respect of KNC's implementation of the Strategic Goals.
- b) Organizational Leadership:
  - (i) Participate with the Board in developing the Vision Statement and Strategic Plans to guide KNC;
  - (ii) Identify, assess and inform the Board of internal and external issues that affect KNC;
  - (iii) Identify the organizational structure and provide leadership and development to Senior Management;
  - (iv) Act as an advisor to the Board on all aspects of KNC's activities; and
  - (v) Act as a spokesperson for KNC.
- c) Operational planning and management:
  - (i) Develop operational business plans to work towards achieving the Strategic Goals;
  - (ii) Ensure that the operation of KNC meets the expectations of the Board, the Provincial Government, donors and viewers;
  - (iii) Ensure the programs and services offered by KNC reflects the Mission Statement and the Strategic Goals;
  - (iv) Oversee the efficient and effective day-to-day operation of KNC;
  - (v) Draft policies for the approval of the Board and prepare procedures to implement such policies; and

- (vi) Ensure that Staff, donor and personnel files are securely stored and the confidentiality of such files is maintained.
- d) Financial planning and management:
  - (i) Work annually with Staff and the Board to prepare the Budget;
  - (ii) Work with the Board to secure adequate funding for KNC operations and participate in fundraising activities as appropriate;
  - (iii) Approve expenditures within the authority delegated to the CEO by the Board;
  - (iv) Ensure the proper controls are in place to manage KNC budgets and maintain the value of Assets; and
  - (v) Provide the Board with comprehensive, regular reports on KNC revenues and expenditures.
- e) Community relations:
  - (i) Communicate with stakeholders to raise the profile of KNC and develop industry partnerships;
  - (ii) Establish good working relationships and collaborative arrangements with donors, viewers, industry partners, governments and other related parties to help achieve the Strategic Goals; and
  - (iii) Represent KNC at community activities to enhance KNC's profile.
- f) Risk management:
  - (i) Identify and evaluate the risks to the Board, Staff, Assets, finances, goodwill and image of KNC and implement a risk management plan to deal with such risks; and
  - (ii) Ensure KNC's compliance with all statutory and regulatory requirements of a Crown corporation, a licensed broadcaster, and a registered charity.

### **2.5.2 Unity of Control**

Only decisions of the Board acting as a body consisting of at least a quorum of Directors at a duly called and held meeting of the Board or in a written consent resolution of all the Directors are binding upon the CEO, so that:

- a) Decisions or instructions of individual Directors, or Committees are not binding on the CEO except in instances when the Board has authorized such exercise or authority; and
- b) In the case of individual Directors or Committees requesting information or assistance without the specific authorization of the Board, the CEO can refuse such requests that require, in the CEO's judgment, a material amount of Staff time, funds or a material disruption.



### **2.5.3 Delegation to the CEO**

The Board shall, from time to time, prescribe in writing to the CEO, the Strategic Goals to be achieved by KNC and the Executive Limitations of the CEO so that as long as the CEO uses an interpretation of the Strategic Goals and Executive Limitations that, in the sole determination of the Board, is a reasonable interpretation, the CEO is authorized to establish all further strategies, make all decisions, take all actions, establish all practices and develop all activities resulting from such reasonable interpretation and is subject to the executive limitation in section 3 of this Manual.

### **2.5.4 Accountability of the CEO**

All accountability for Staff is in the governance jurisdiction of the CEO so that the Board will refrain from giving instructions to Staff or evaluating any Staff.

### **2.5.5 Monitoring CEO Performance**

The Board will annually review the CEO's fiscal year performance against the CEO's Job Description, Strategic Plan, Service Plan and Annual Report. The Board will acquire monitoring data by one or more of the following methods:

- a) Internal reports: Service Plan, Annual Report and Quarterly Reports.
- b) External reports: 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 CEO 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 Director, a Committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board which allows the Board to make a "prudent person" test of the CEO's performance or compliance with Board policies.

## **3.0 EXECUTIVE LIMITATIONS**

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### **3.1 General Constraints**

3.1.1 The CEO 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.

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

- a) Are unsafe, undignified, unnecessarily intrusive, or

- b) Fail to provide appropriate confidentiality or privacy or fail to recognize that the needs of the client define the supports that will be provided.

3.1.3 Dealings with Staff shall be humane, fair and dignified.

3.1.4 Compensation and benefits for Staff shall be in accordance with public sector guidelines provided, from time to time by PSEC.

3.1.5 Budgeting in any fiscal period or the remaining part of any fiscal period shall be in accordance with Strategic Goals, reasonably considering actual financial conditions, from time to time, reasonably predictable financial risks while demonstrating a reasonable foresight.

3.1.6 Assets shall be protected, adequately maintained and not be unnecessarily risked.

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

3.1.8 The CEO will not act as the official spokesperson for the Board.

3.1.9 Services and Business Initiatives will be consistent with the Mission Statement, Vision Statement, Values Statement and Strategic Goals.

3.1.10. The Management Team will be regularly updated with regards to Board decisions, issues and processes.

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

3.1.12 The CEO shall observe all Board Policies.

## **3.2 Viewer and Donor Services**

3.2.1 With respect to interactions with our viewers and donors, the CEO 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; or
- c) Fail to recognize the needs of donors.

3.2.2 Accordingly, the CEO shall:

- a) Use correspondence that elicits information for which there is clear necessity;

- b) Use methods of collecting, reviewing, transmitting, or storing viewer and donor information that protect against improper access to the material elicited;
- c) Establish with our viewers and donors a clear understanding of what may be expected and what may not be expected from the services offered;
- d) Provide a grievance process to those who believe that they are not accorded a reasonable interpretation of their rights under this policy; and
- e) Establish Services, which are directly related to accomplishing the needs of viewers and donors.

### **3.3 Working Conditions**

3.3.1 With respect to treatment of the Staff, the CEO may not cause or allow conditions which are unfair, undignified, or inconsistent with the philosophy and values set in the Mission Statement, Vision Statement and Values Statement Accordingly, CEO shall:

- a) Operate with personnel procedures, which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions in accordance with the Human Resources Manual.
- b) Not discriminate against any member of Staff for expressing an ethical dissent.
- c) Operate with a formal Workplace Bullying and Harassment Policy<sup>4</sup>;
- d) Take reasonable measures to provide for the safety and security of Staff; and
- e) Acquaint Staff with their rights under the Human Resources Manual.

### **3.4 Compensation**

3.4.1 With respect to Staff, the CEO may jeopardize the fiscal integrity or public image of Staff. Accordingly, the CEO may not:

- a) Change the CEO's compensation and benefits; or
- b) Establish current compensation and benefits which:
  - (i) Deviate from public sector guidelines; or
  - (ii) Create obligations, which are greater than revenues, which can be reasonably projected.

### **3.5 Budget Development**

3.5.1 The development of the Budget, including expenditures during any Fiscal Year or the remaining part of any Fiscal Year shall not deviate from Strategic Goals or create financial risk. The CEO may not cause or allow a Budget to be developed which:

- a) Contains insufficient information to enable credible projection of revenues and expenses, separation of capital and operational items, or disclosure of planning assumptions;

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<sup>4</sup> See Human Resources Manual Section 1.10 Workplace Bullying and Harassment.

- b) Does not provide the annual operating funds for Board prerogatives, such as, without limitation, Board development, Committee meetings, and Board honoraria and expenses;
- c) Projects the expenditure in any Fiscal Year of more funds than conservatively projected to be received in that Fiscal Year;
- d) Endangers the fiscal soundness of future years or does not provide for the building of organizational capacity to achieve strategic goals; or
- e) Without Board approval:
  - (i) Authorize the implementation of the annual budget; or
  - (ii) Make alterations in excess of \$50,000 to any approved Budget.

### **3.6 Fiscal Condition**

3.6.1 With respect to the actual, ongoing management of KNC's fiscal affairs, the CEO will ensure that financial management policies or practices do not deviate from the requirements of the Act and all other applicable laws.

### **3.7 Asset Protection**

3.7.1 The CEO shall ensure Assets are protected, adequately maintained and are not unnecessarily risked and so will ensure that:

- a) Reasonable safeguards are in place to prevent undue loss, damage or theft to Assets;
- b) Adequate maintenance of Assets that are equipment and facilities is carried out;
- c) KNC, the Board and Staff, are not unnecessarily exposed to claims of liability;
- d) Assets that are intellectual property, information and files are protected from loss or significant damage;
- e) Receiving, processing or disbursing funds are under appropriate accounting controls, and are sufficient to meet the standards set by the Auditor; and
- f) KNC's public image or credibility is not endangered.

### **3.8 Communication and Counsel to the Board**

3.8.1 To ensure that the Board is fully informed, the CEO will seek and provide professional counsel, when reasonably required so that the Board's ability to carry out its functions is not jeopardized. Accordingly, the CEO shall:

- a) Submit monitoring data required by the Board (see policy on Monitoring CEO Performance, pg. 10) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored;

- b) 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;
- c) Advise the Board if, in the CEO's opinion, the Board is not in compliance with its Governance Policies including, without limitation, those relating to Board action affecting the Board-CEO relationship, which is detrimental to the work relationship between the Board and the CEO;
- d) Provide the Board with the information that allows it to make fully informed choices;
- e) Provide the Board with information in a clear and concise form; and
- f) When possible and in a timely manner report any actual or anticipated non-compliance with any policy set forth in the Governance, Human Resources, or Financial Policies Manuals.

### **3.9 Service and Business Initiatives**

3.9.1 Services and Business Initiatives will be consistent with the Purpose Statement, Vision Statement, Values Statements and Strategic Goals. Accordingly, the CEO will ensure that:

- a) Any new Service or Business Initiatives authorized or implemented, is consistent with the Purpose Statement, Vision Statement, Values Statements and Strategic Goals;
- b) Existing or new Services to be continued or implemented are effectively monitored and evaluated;
- c) Prior consultation is held with the Board to include its views about the appropriateness of the proposed program or service;
- d) Programs to be broadcast on Knowledge Network are in accordance with CRTC Guidelines; and
- e) Requested augmented funding for Services and Business Initiatives are consistent with the Vision Statement, Purpose Statement, Values Statements and Strategic Goals.

### **3.10 Focus of Grants or Contracts**

3.10.1 The CEO 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 CEO shall:

- a) Prohibit methods and activities that could permit grant funds being used in imprudent, unlawful or unethical ways;
- b) Assess and consider an applicant's capability to produce appropriately targeted, efficient results;
- c) Ensure that there is no conflict of interest in KNC's awarding contracts, including, without limitation, purchase contracts;
- d) Not execute or delegate authority to commit KNC to contracts without ensuring any applicable rules, from time to time, relating to the execution of documents on behalf of KNC and the making of commitments and obligations on behalf of KNC are followed;
- e) Ensure that any applicable policies relating to the acquisition of Assets, consider B.C. suppliers and corporate social responsibility principles, in accordance with section 9.1.1 of KNC's Financial Policies; and
- f) Only enter into contracts that meet the requirements of the Act.

## 4.0 GOVERNANCE POLICY

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### 4.1 Governance Guidelines

4.1.1 The Board, on behalf of the Provincial Government, will act in accordance with the fiduciary duties of the Directors and in the best interests of KNC to lead KNC with a strategic perspective, rigorously attending to the continual improvement of its leadership role and to its capability as a body to define the Vision Statement, Purpose Statement, Values Statements and Strategic Goals. In order to do so, the Board will govern with a style which emphasizes:

- a) Outward vision and openness;
- b) Encouragement of diversity in viewpoints;
- c) Strategic leadership more than administrative detail;
- d) Clear distinction of Board and CEO roles; and
- e) Collective rather than individual decisions.

4.1.2 The Board will:

- a) Cultivate a sense of group responsibility, be responsible for excellence in corporate governance as a Governance Board, be an initiator of policy and use the expertise of individual Directors to enhance the Board as a body in the policy-making process;
- b) Direct, control and inspire KNC through the careful establishment of the broadest written policies reflecting the Board's values and perspectives with its major focus being on strategic leadership;
- c) Continual Board development will include orientation of new Directors in the Board's governance process and periodic Board discussion of process improvement; and
- d) Monitor and discuss the Board's process and performance as part of the process of conducting the annual Chair, Vice-Chair and Director assessments.

### 4.2 Board Terms of Reference

4.2.1 The Board operates in the best interest of KNC by:

- a) Determining KNC's strategic direction and ensuring appropriate performance measures; and
- b) Fulfilling its accountability obligations by reporting on KNC's performance as set out in this Manual.

4.2.2 The Board will achieve this by:

- a) Ensuring that all its actions are consistent with their fiduciary duties and in the best interests of KNC;
- b) Developing Strategic Plans;
- c) Reviewing and approving written policies, including, without limitation, executive limitations, board governance policies and organizational policies; and

- d) Reviewing and approving KNC's financial statements.

## 4.3 Directors' Code of Conduct

4.3.1 The Board commits itself and each Director to ethical and professional conduct. This commitment includes proper use of authority and appropriate decorum when acting as Directors. Directors must avoid any conflict of interest with respect to their fiduciary responsibility as stated in the Bylaws<sup>5</sup> and, in particular:

- 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) Directors must not use their positions to obtain employment by KNC for themselves, family members or close associates. Should a Director desire employment by KNC, he or she must first resign;
- d) Directors will disclose, in writing, their involvement with other organizations, with vendors, or with any other associations whenever the potential for a conflict exists<sup>6</sup>; and
- e) If a Director suspects but is not certain that he or she may have an interest that conflicts with the interests of KNC, she or he will seek the advice of one or more fellow Directors or the Chair in order to determine if a real conflict of interest does or does not exist.

4.3.2 As required by law, Directors may not attempt to exercise individual authority over KNC except as explicitly set forth in Board policies, in particular:

- a) Directors' interaction with the CEO or with Staff must recognize the lack of authority vested in individual Directors except when a Director has been explicitly authorized to act by the Board. Directors' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Director to speak for the Board; and
- b) Directors will make no individual judgments of CEO or Staff performance.

4.3.3 Directors will respect, as part of their fiduciary duties, the confidentiality of all information learned in Board or Committee meetings or in any other context, including, without limitation, all other non-public information relating to KNC.

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<sup>5</sup> See KNC Bylaws, Section 7

<sup>6</sup> See KNC Bylaws, Section 7.2

4.3.4 Directors must comply with both the letter and spirit of all applicable laws and regulations. Directors 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.

4.3.5 Trust, integrity and quality are values to KNC's success. Any Director who knows or suspects a breach of KNC's Code of Conduct<sup>7</sup> has a responsibility to report it to the Chair.

## **4.4 Director Competencies and Attributes**

4.4.1 The Directors should ideally be residents of British Columbia and should collectively, have the necessary attributes, knowledge and competencies to:

- a) Add value and provide support in the identification of organizational strengths, weaknesses, opportunities and risks; and
- b) Effectively monitor the performance of the CEO and KNC.

4.4.2 Directors must have one or more of the following professional attributes:

- a) Knowledge of broadcasting business and technology, web and digital media (work experience in the broadcast, communications or cable industries, work experience in internet content development);
- b) Knowledge of educational programming, life-long learning processes and practices (work experience including exposure to the needs of children, youth and adults and an understanding of the educational needs and opportunities in B.C.);
- c) Work experience as CEO/Senior Manager including knowledge of strategic planning and outcomes-based evaluation practices;
- d) Work experience as CFO or other financial designation;
- e) Experience as professional counsel for non-profits or with broadcast industry related fields;
- f) Senior level work experience in public or non-profit sectors;
- g) Knowledge of communities served by KNC;
- h) In-depth knowledge of one or more areas of external relations, donor relations, annual gifts and capital development programs;
- i) Work experience within the fields of communications, public relations and marketing;
- j) Experience with documentary, educational and children's programming. Including one or more of: writing, production, directing and funding; and
- k) The understanding of B.C.'s cultural diversity and its effect and relevance on KNC programming.

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<sup>7</sup> See Human Resources Manual, Section 1 Code of Ethics/Standards of Conduct.



4.4.3 All Directors should possess the following personal attributes:

- a) Understanding of the fiduciary duties of a Director to KNC including always to act as a Director in the best interests of KNC;
- b) No direct or indirect conflict of interest with the Director's duty to act as a Director in the best interests of KNC;
- c) High ethical standards and integrity in professional and personal dealings;
- d) Appreciation of the responsibilities of KNC to the public of B.C.;
- e) Able and willing to raise potentially controversial issues in a manner that encourages dialogue;
- f) Flexible, responsive and willing to consider other's opinions;
- g) Capable of a wide perspective on issues;
- h) Ability to listen and work as a team member;
- i) Strong reasoning skills;
- j) Able and willing to fulfill the time commitment necessary to carry out a Director's responsibilities; and
- k) Commitment to continuous learning about KNC and public educational broadcasting.

## **4.5 Chair Terms of Reference**

4.5.1 The Government appoints the Board Chair. The Chair has the responsibility for:

- a) Presiding at all Board meetings;
- b) Managing Board affairs;
- c) Conducting Board member and CEO evaluations; and
- d) Building and maintaining a sound working relationship with the CEO and the Minister.
- e) Act as the primary spokesperson for the Board, where appropriate, speaking and/or other public engagements in connection with the KNC's activities

## **4.6 Vice-Chair Terms of Reference**

4.6.1 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;
- b) Conduct, with the Chair, the CEO's evaluation;
- c) Conduct the Chair's evaluation; and
- d) Perform such further functions as may be assigned by the Chair or the Board.

## **4.7 Director Responsibilities**

4.7.1 Directors will adhere to the highest possible standards of performance and should act honestly, in good faith in accordance with their fiduciary duties and in the best interests of KNC.

4.7.2 Each Director will demonstrate a solid understanding of the role, responsibilities and legal duties of a Director and the governance structure of KNC as outlined in the Manual.

4.7.3 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 the Committees<sup>8</sup> of which they are members.

4.7.4 As KNC 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 B.C.

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

## **4.8 Board Committee Structure**

4.8.1 A Committee is a Committee only if it is created and provided with terms of reference by one or more resolutions of the Board. As of the date of the most recent revision of the Manual, the Committees are the following:

- a) Audit and Finance Committee which ensures the audit process, financial reporting, budgets, and risk management systems are reliable, efficient and effective;
- b) Equity, Diversity and Inclusion Committee which assists the Board and the CEO in ensuring the principles of equity, diversity and inclusion are reflected and implemented in policies, programming, community outreach, and audience and industry engagement.
- c) Governance Committee which ensures KNC develops and implements governance objectives;
- d) Strategic Planning Committee which ensures the strategic direction, as developed in the strategic planning process, meets the public policy objectives identified as the purposes of KNC stated in the Act; and
- e) Human Resources Committee which assists the Board in fulfilling its obligations relating to Knowledge Network human resources oversight, including the CEO's annual goal setting and evaluation, executive compensation, CEO succession planning and significant human resources policies.

4.8.2 Meetings of Committees shall be duly called if called by the Chair of the Committee upon at least seven days written notice given pursuant to the Bylaws:

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<sup>8</sup> Visit <https://www.knowledge.ca/about/governance> to view the Committee Terms of Reference.

- a) The quorum for the carrying on of business is a majority of the members of the Committee;
- b) Meetings of Committees may be carried on by telephone or other electronic means for the holding of conference calls.

## 4.9 Board Calendar of Activities<sup>9</sup>

4.9.1 To fulfill the Board’s responsibilities a calendar will be developed, similar to the example below:

Month	Item	Action/Purpose	Responsibility
January Meeting (via Zoom)	Service Plan	To approve the Service Plan, the three-year guiding document, which includes a three-year financial forecast for KNC	Board
	Annual Budget	To approve, as recommended by the Audit and Finance Committee, the Budget for the next Fiscal Year.	Board
	Committee Updates	To provide updated information related to Committee’s activities and/or to approve/review any document recommended by a committee	Committee Chairs
January/ February (via Zoom)	Chair, Vice-Chair & Director Assessments	To conduct performance appraisals of the Chair, Vice-Chair and Directors.	Board
February Meeting (via Zoom)	Audit Plan	To approve the plan, as recommended by the Audit and Finance Committee, for conducting the annual audit.	Board
April (via Zoom)	CEO Performance Review and Compensation	The Chair and Vice-Chair will meet with the CEO to assess annual performance, as outlined in the Manual.	Chair, Vice-Chair, CEO
April Meeting	Committee Updates	To provide updated information related to Committee’s activities and/or to approve/review any document recommended by a committee	Committee Chairs
	Board Succession Planning	To review succession plans for the positions of board chair and committee chairs	Board
	Complaints Report	The inform the number, type and disposition of complaints received.	Board
	CEO Update	To receive for information an update on activities of KNC.	Board, CEO
	Strategic Plan Update	To offer an update on the current Strategic Plan	Board
April Meeting ( <i>in camera</i> )	CEO Review	To receive the outcome of the CEO’s annual performance evaluation.	Board
May Meeting (via Zoom)	Audited Financial Statements	To approve, as recommended by the Audit and Finance Committee, the Audited Financial Statements.	Board

<sup>9</sup> The Board Calendar of Activities is updated annually.

	Committee Updates	To provide updated information related to Committee's activities and/or to approve/review any document recommended by a committee	Committee Chairs
June Meeting	CEO Update	To receive for information an update on activities of KNC.	Board, CEO
	Committee Updates	To provide updated related to Committee's activities and/or to approve any document recommended by a committee	Board
	Annual Report	To approve the Annual Report.	Board
June	Board Disclosure	To disclose, as required by Provincial Government, the annual attendance records and honoraria of the Chair and Directors.	Chair, Staff
July	Board Appointments	Notification of new or renewed Board appointments as advised by CABRO.	Chair, Staff
September Meeting	CEO Update	To receive for information an update on activities of KNC.	Board, CEO
	Committee Updates	To provide updated information related to Committee's activities and/or to approve/review any document recommended by a committee	Committee Chairs
	Insurance Update	As per Imagine Canada standards, the Board is to receive for information a summary report on KNC's insurance coverages.	Board
	Broadcast Season Launch	To receive for information highlights of the KNC Broadcast Season.	Board, CEO
December Meeting	Board Calendar	To receive the Board Calendar for the subsequent year	Board
	Strategic Plan (if applicable)	If a Strategic Plan is being developed for the following year, it will be approved, in principle, during this meeting	Board
	CEO Update	To receive for information an update on activities of KNC.	Board, CEO
	Committee Updates	To provide updated information related to Committee's activities and/or to approve/review any document recommended by a committee	Committee Chairs
	IT Security Update	To receive for information an IT Security update on KNC.	Board
December	Mandate Letter	To receive the Mandate Letter outlining responsibility and accountability for the coming Fiscal Year.	Board, Staff
	Board Appointments	Notification of new or renewed Board appointments as advised by CABRO.	Chair, Staff

## 4.10 Board Succession

4.10.1 The success of the Board comes from the wisdom, skills and experience of the Directors as well as their commitment to KNC in their role of leader, overseer and steward. The purpose of succession planning is to ensure the Board has the appropriate combination of competencies (skills and experience) and personal attributes (behavior and attitude) to support the Vision Statement, Mission Statement, Values Statement, Strategic Goals and to work as an effective team.

4.10.2 The Provincial Government is responsible for appointing Directors to the Board. The Chair plays a leadership role in ensuring the orderly succession of Directors by advising the Minister on the types of skills and experience required on the Board, identifying potential candidates and providing feedback on incumbent Directors. According to CABRO guidelines, Directors are appointed for terms of up to three years and may be reappointed for a total of six years.

4.10.3 The characteristics, expertise, and experience of potential Directors are key in the recruitment of qualified individuals and will be reviewed and considered thoroughly. The diverse nature of the Board in terms of gender, culture and geography will also be considered.

4.10.4 Current Directors will be encouraged to identify potential candidates known to them through business, community or personal contacts. CABRO may also identify potential candidates who have the desired qualifications.

4.10.5 At least six months prior to the expiry of a Director's term, the Board, through the Chair provides to CABRO:

- a) A request for an appointment to fill the vacancy;
- b) Analysis of the needs to be filled in a new Director appointment; and
- c) Names and biographical information of any individuals recommended to fill the vacancy.

4.10.6 Following receipt of such request for appointment, CABRO will provide a list of recommended candidates to the Minister. In the normal course, the Chair will also discuss recommended candidates directly with the Minister.

## **4.11 Board Orientation**

4.11.1 All new Directors will be provided with a comprehensive orientation. The orientation is designed to engage new Directors in KNC affairs as quickly as possible and to accelerate comprehension of the Board's role, the Vision Statement, Mission Statement, Values Statement, Strategic Goals, governance structure and the nature and scope of KNC's operations.

4.11.2 Orientation will include:

- a) A Board binder, which includes written information about the duties and obligations of the Board, legal and fiduciary responsibilities of the Board, provides a detailed overview of KNC's governance practices and a comprehensive set of documents including the current Annual Report, Strategic Plan, Service Plan, Budget, minutes from the previous year's Board and Committee meetings (In-Camera and General), summary of KNC's director liability insurance and indemnity obligations, along with any other relevant strategies, reports or documents; and

- b) An issues briefing led by the Chair and CEO with the participation of other Directors or members of Senior Management as appropriate which is meant to provide an engaging and inspiring introduction to KNC and to build on information included in the documents previously distributed.

## **4.12 Director Training and Development**

4.12.1 One of the responsibilities of the Board is to appraise its own effectiveness and to implement strategies to enhance its governance capacity. KNC provides a budget to support Board development, both through individual Director training and training for the Board as a whole. Training may take place as part of regular Board meetings or in a separate educational session.

4.12.2 The Chair may recommend training for Directors based on the outcomes of their annual review. Alternatively, requests for training must be made in writing to both the Chair and CEO and should specify how the proposed development will enhance the Board's or individual Director's capacity to fulfill its key responsibilities:

- a) Providing strategic direction;
- b) Advising the CEO;
- c) Employing the CEO; and
- d) Assessing its own performance.

4.12.3 In considering a request for training, consideration will be made to the available resources, the benefit and cost of the training proposal, alternative means of addressing the training issue, and the importance of addressing this need relative to other requests that have been made or may be made.

## **4.13 Board Assessment**

4.13.1 In order to contribute to a process of continuous improvement and growth, individual Directors require feedback on how they are performing their responsibilities in relation to stated expectations. The purpose of any assessment is to evaluate effectiveness and make improvements where required. The assessments will also inform the orientation and development of Directors as well as informing succession planning and the reappointment process.

4.13.2 CABRO recommends that Board members be assessed annually. These assessments will cover such topics as:

- a) Degree and value of participation;
- b) Ability to express views and hear the views of others;
- c) Record of attendance; and
- d) Commitment to the KNC Vision Statement, Mission Statement and Values Statement.

4.13.3 Each Director, as a form of self-assessment, will complete the [Performance Appraisal Form](#) and submit it to the Chair. The Chair will then meet with each Director to discuss their performance. For assessment of the Chair, the Vice-Chair will meet annually with the Chair and follow similar procedures as above.

## **4.14 Insurance**

4.14.1 Business and property insurance coverage for Knowledge Network is with Northbridge Insurance.

4.14.2 This insurance program covers all areas of Knowledge's operations against liability and loss. Coverage also extends to all Staff, volunteers, the Board of Directors and Senior Management. Coverage does not extend to the following: job-related injuries covered under WorkSafe B.C., criminal or illegal acts, errors or omissions arising out of professional services contracts, ownership, use or operation of automobiles.

## **4.15 Honoraria and Expenses**

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

- a) Chair - \$2,750
- b) Director - \$2,200

4.16.2 KNC covers the cost of travel and other expenses incurred by Directors travelling on KNC business. The expenses must be authorized, reasonable, appropriately documented. Expenses include, but are not limited to:

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

4.16.3 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.

## APPENDIX A – GLOSSARY OF TERMS

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- a) the “Act” means the *Knowledge Network Corporation Act* SBC 2007 c.22;
- b) “Annual Report” is a report issued annually by KNC showing how KNC performance outcomes compare to the goals in the [Service Plan](#) which is approved by the Board and Minister and made public;
- c) “Assets” means all the assets, of any sort, which, from time to time, are owned by KNC;
- d) “Auditor” means the auditor of KNC appointed by the Board to prepare the annual financial audit of KNC;
- e) “Board” means, from time to time, the Board of Directors of KNC;
- f) “Board Policies” mean, from time to time, the policies for the governance of KNC made by resolution of the Board;
- g) “BC” means the Province of British Columbia;
- h) the “Broadcasting Act” means the *Broadcasting Act* SC 1991 c. 11;
- i) “Business Initiatives” means, from time to time, any initiatives taken by the CEO in advancement of the Strategic Plan;
- j) “Bylaws” means, from time to time, the bylaws of KNC made by resolution of the Board pursuant to section 8 of the Act;
- k) “CABRO” means the Crown Agencies and Board Resourcing Office of the Provincial Government;
- l) “CABRO Guidelines” means, from time to time, the guidelines and best practices established by CABRO;
- m) The “CEO” means, from time to time, the President and Chief Executive Officer of KNC;
- n) “CEO Job Description” has the meaning set out in section 2.5.1 of this Manual;
- o) “CEO’s Report” means the quarterly report to the Board made by the CEO in respect of all relevant aspects of KNC in the preceding quarter of any Fiscal Year”;
- p) The “Chair” means a Director who is designated by Cabinet or appointed by the Board pursuant to section 5(3) of the Act as Chair of the Board;
- q) “Committee” means a committee of the Board created pursuant to section 8(4) of the Act;
- r) “Conflict of Interest” means any conflict of interest of a Director as defined in section 7 of the Bylaws;
- s) “CRA” means the Canada Revenue Agency;
- t) “CRTC” means the Canadian Radio–television and Telecommunications Commission;
- u) “CRTC Guidelines” means the guidelines, from time to time, published by CRTC that are applicable to KNC;
- v) “Direct Board Inspection” means the discovery of compliance information by a Director, a Committee or the Board consisting of a Board inspection of documents, activities or circumstances directed by the Board which allows a “prudent person” test of policy compliance.
- w) “Director” means a member of the Board;
- x) “Employee” means a KNC staff member employed of KNC;
- y) “Executive” means the CEO;
- z) “Executive Limitations” means the limitations upon the actions of the CEO in managing KNC set out in section 3 of this Manual;



- aa) "External Report" means, from time to time, the discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board which 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;
- bb) "Fiduciary Duties" means the fiduciary duties of the Board as set out in section 3.2 of the Bylaws and all other applicable law;
- cc) "Fiscal Year" means the fiscal year of KNC which ends in each calendar year on March 31;
- dd) "Governance Board" describes a Board of Directors of a corporation that adheres strictly to the division of powers inherent in duty of such a Board to direct the overall policies of management for such corporation in the best interests of such corporation and in accordance with all applicable laws while leaving the day-to-day management of such corporation to its executive officers and their staff;
- ee) "Human Resources Manual" means, from time to time, the KNC Human Resources Policies and Procedures Manual
- ff) "Imagine Canada" is a Canadian charitable sector organization that has accredited KNC as excellent in all five areas of operation upon which such accreditation is based;
- gg) "Internal Report" means, from time to time, the disclosure of compliance information to the Board by the CEO accomplished primarily through the approved KNC Annual Reports and quarterly President's Report;
- hh) "KNC" means Knowledge Network Corporation, the corporation incorporated under the Act;
- ii) The "Management Team" means the eight Employees who are the departmental directors responsible for KNC operational areas, namely: the Director of Finance and Business Affairs, the Director of Human Resources, the Director of Original Content, the Director of Broadcast Technology, the Director of Business and Partnership, the Director of Government Relations and Communications, the Director of Streaming Platforms and the Director of Network Brands.
- jj) "Mandate Letter" is a document issued by the Provincial Government annually to communicate direction and priorities (developed by Staff and Ministry staff)
- kk) "Manual" means this Governance Policy Manual as from time to time amended or replaced;
- ll) "Ministry" means the Ministry of Tourism, Arts and Culture;
- mm) The "Purpose Statement" is developed by management and staff and communicates what KNC does and who KNC serves;
- nn) "Provincial Government" means, from time to time, the Government of B.C.;
- oo) "PSEC" means the [Public Sector Employers' Council](#) of the Provincial Government which is responsible for strategic coordination of labour relations, [total compensation](#) planning and human resource management for the B.C. [public sector](#);
- pp) "Services" means all the services, from time to time, provided by KNC to the public of B.C.;
- qq) "Service Plan" is a three-year plan issued by KNC outlining strategic priorities and how they relate to the Provincial Government's priorities (approved by the Board and Minister and then made public).
- rr) "Staff" means, from time to time, all KNC employees including, without limitation, the CEO and the members of the Senior Management Team;
- ss) "Strategic Goals" are developed by the Board and management and communicate KNC's intended objectives for a three-year period;

- tt) The “Value Statements” are, from time to time, the statements of KNC’s values developed by the CEO, Senior Management and other Staff to describe how KNC will deliver its services to the public;
- uu) The “Vision Statement” is, from time to time, the statement of KNC’s vision developed by the Board which describes what KNC aspires to achieve while serving as a guide to inform decision-making; and
- vv) “Workplace Bullying and Harassment Policy” means the policy of KNC set out in section 1.10 of the Human Resources Manual.