

BOARD MANUAL

SUBJECT: Capital Projects Sub-Committee Charter		NUMBER: 2-A-15
SECTION: Structure, Roles and Responsibilities	APPROVED BY: Board of Directors	
DATE: June 27, 2012	REVISED/REVIEWED: October 30, 2013, June 25, 2014, May 27, 2015, May 30, 2018, April 28, 2021, September 29, 2021	

1. **Application**

This Charter shall apply to the Capital Projects Sub-Committee (the “**Sub-**”) of the Cambridge Memorial Hospital (the “**Corporation**”). All capitalized terms not defined herein have the meaning set out in the Corporation’s By-Law.

2. **Composition**

- (a) The Sub-Committee shall be a sub-committee of the Resources Committee, composed of the following voting members:
 - (i) Up to three (3) elected Directors, at least one of whom is from the Resources Committee and shall sit as chair of the Sub-Committee.
 - (ii) Up to five (5) other members from the broader community who are resident, employed or carrying on business in the Region of Waterloo, and have experience with law, capital construction, project management, and/or government processes.
 - (iii) A representative from the Foundation Board.
 - (iv) The Chair of the Resources Committee, ex officio.
- (b) Non-voting resources to the Sub-Committee will include:
 - (i) The President and Chief Executive Officer (CEO).

- (ii) The Vice President Finance and Corporate Services.
- (iii) The Director, Project Management and Infrastructure.

3. **Meetings**

- (a) The Sub-Committee shall meet at least four (4) times annually. The Sub-Committee can conduct all or part of any meeting in the absence of management, and it is the Sub-Committee's policy to include such a session on the agenda of each regularly-scheduled Sub-Committee meeting.
- (b) The Sub-Committee may invite to its meetings any Director, member of management or such other persons as it deems appropriate in order to carry out its duties and responsibilities. The Sub-Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

4. **Specific Duties and Responsibilities**

The Sub-Committee shall be directed by and report to the Resources Committee in assisting with its responsibility for approving and monitoring contracts relating to the expansion or alteration of the physical resources of the Hospital; and planning capital projects.

The Capital Projects Sub-Committee shall:

- (a) Recommend to the Resources Committee policies and parameters related to capital projects and redevelopment.
- (b) Review and recommend to the Resources Committee the defined limits within which authority for commitment of funds may be delegated to Hospital officials.
- (c) Receive, discuss, and recommend to the Resources Committee approval of the annual plan for capital renovation projects (including project scope and definition) as well as any amendments to the plan brought forward by management;
- (d) Review and recommend to the Resources Committee the budgets for major capital construction and renovation projects.
- (e) Recommend to the Resources Committee the awarding of significant contracts to architects, construction consultants, and building contractors after tender documents have been received and reviewed;
- (f) Review regular detailed financial reports on all major capital

construction and renovation projects and advise the Resources Committee as appropriate.

- (g) Review and advise on legal and insurance matters related to the project(s).
- (h) Monitor and advise the Resources Committee on significant change orders during construction and progress on construction projects against milestone dates as defined by the Capital Projects – Change Order Approval Policy;

5. **General**

The Sub-Committee shall have the following additional general duties and responsibilities:

- (a) Reporting to the Resources Committee on material matters arising at the Sub-Committee meetings following each meeting of the Sub-Committee.
- (b) Maintaining minutes or other records of meetings and activities of the Sub- Committee.
- (c) Conducting an annual evaluation of the Sub-Committee in which the Sub-Committee (and/or its individual members) reviews the Sub-Committee's performance for the preceding year for the purpose, among other things, of assessing whether the Sub-Committee fulfilled the purposes and responsibilities stated in this Charter.
- (d) Reviewing and assessing the adequacy of this Charter at least every three years and submitting any proposed amendments to this Charter to the Governance Committee and the Board for approval.
- (e) Providing an orientation for new committee members.
- (f) Performing such other functions and tasks as may be assigned from time to time by the Resources Committee.

At the completion of the major redevelopment project, the Resources Committee will review the continuing need and relevance of the Sub-Committee and make a recommendation concerning its ongoing existence through the Governance Committee to the Board.