

**BOARD MANUAL**

<b>SUBJECT: Capital Projects Sub Committee Terms of Reference</b>	<b>NO.: 2-A-15</b>
<b>SECTION: Structure, Roles and Responsibilities</b>	
<b>APPROVED BY: Board of Directors</b>	<b>DATE: December 6, 2023</b>

**1. Application**

These Terms of Reference apply to the Capital Projects Sub-Committee (the “**Sub-Committee**”) 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**

The Sub-Committee is 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 and have experience with law, capital construction, project management, and/or government processes.
- (iii) The Chair of the Resources Committee, ex officio.

The following may attend as resources but shall have no vote:

- (i) The President and Chief Executive Officer (CEO).
- (ii) The Vice President Finance and Corporate Services and Chief Financial Officer.
- (iii) The Senior Director Capital Projects and Chief Redevelopment Officer.

**3. Meetings**

- (a) The Sub-Committee will 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. Additional meetings of the Sub-Committee may be called by the Chair and may be conducted in-person or virtually.
- (b) The Sub-Committee may invite to its meetings any Director, member of management or such other person as it considers appropriate in order to carry out its duties and 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 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 management.
- (c) Receive, discuss, and recommend to the Resources Committee approval of the annual plan for capital projects as well as any amendments to the plan brought forward by management.
- (d) Review and recommend to the Resources Committee the budgets for capital projects.
- (e) Recommend to the Resources Committee the awarding of contracts related to capital projects for architects, construction consultants, and building contractors after tender documents have been received and reviewed.
- (f) Review regular detailed financial reports on all capital projects and advise the Resources Committee as appropriate.
- (g) Review and advise on legal and insurance matters related to capital projects.
- (h) Monitor and advise the Resources Committee on significant change orders during construction and progress on capital projects as defined by the Capital Projects – Change Order Approval Policy 2-C-40

#### **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 meeting 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 Terms of Reference.
- (d) Reviewing and assessing the adequacy of these Terms of Reference at least every three years and submitting any proposed amendments to these Terms of Reference 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.

The Resources Committee will review on an annual basis the continuing need and relevance of the Sub-Committee and make a recommendation concerning its ongoing existence through the Governance Committee to the Board.

<b>DEVELOPED: June 27, 2012</b>		
<b>REVISED/REVIEWED:</b>		
October 30, 2013	June 25, 2014	May 27, 2015
May 30, 2018	April 28, 2021	September 29, 2021
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