

APPENDIX D – AD HOC (IMPLEMENTATION) COMMITTEE TERMS OF REFERENCE

1. INTRODUCTION AND PURPOSE

The Infrastructure BC Board of Director (the “Board”) has established an Ad Hoc (Implementation) Committee (the ‘Committee’) to assist the Management Team¹ (the “Management”) and the Board in fulfilling its obligations relating to project implementation² matters.

The purpose of the Committee is to support the strategic direction of growing new business and adding additional value to the Shareholder through developing an implementation line of business. The initiation of the new line of business requires significant time investment from the Board.

The purpose of this Committee is to assist the Board in fulfilling its obligations and oversight duties while also providing strategic advice to Management with respect to ensuring that the new line of business is properly resourced and structured, while managing key risks. This includes the ability to meet the performance targets included in the strategic plan.

The requirement of this Committee will be reviewed annually by the Board.

2. COMPOSITION AND OPERATIONS

- The Committee will be composed of not fewer than three, and not more than five, directors.
- Quorum for the Committee will be the majority of the Committee members.
- The Committee will meet as required when there are material or critical matters directly associated with the Company’s project implementation initiative.
- The Secretary to the Committee will be the Corporate Secretary or his/her delegate.

3. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee will perform the following duties:

- Receive progress reports as Management prepares to undertake implementation as owner. This preparation includes legal structuring, capability (human, financial, technology, and technical), and processes.
- Provide oversight, advice and guidance to Management on all matters pertaining to this initiative.
- Review Management’s risk management and mitigation plan for the implementation as owner initiative.
- Ensure that there is sufficient transparency and accountability in respect of the implementation initiative activities being carried out by Management.

¹ President and CEO, Vice-Presidents, and Assistant Vice-Presidents.

² Project implementation is the delivery of a project after the project construction contract is executed and through the end of construction.

- Develop the Committee's terms of reference and review the terms of reference annually and make recommendations to the Board as required.

4. ACCOUNTABILITIES

The Committee will report its discussions to the Board by oral or written report at the next Board meeting.

5. AD HOC (IMPLEMENTATION) COMMITTEE TIMETABLE

The timetable outlines the Ad Hoc (Implementation) Committee's schedule of activities.

	Quarter Ending				Activity last reviewed (current year unless otherwise indicated)
	Mar	Jun	Sept	Dec	
DESIGN AND CONSTRUCTION					
Scheduled Implementation Committee meeting	May	Sept	Nov	Mar	
i) Implementation progress report	✓	✓	✓	✓	
ii) Implementation risk register and mitigation strategies			✓		
iii) Implementation Committee terms of reference	✓				