



## Bermuda Hospitals Board

### CAPITAL & ESTATES SUB-COMMITTEE Terms of Reference

#### 1. DEFINITIONS

“BHB” means the Bermuda Hospitals Board;

“the Board” means the Board of Directors;

“Board Member” means person appointed by the Minister to serve on the Board

“the Act” mean the Bermuda Hospitals Board Act 1970;

“Executive Team Member” means a member of BHB’s Executive Management Team;

“Executive Member of the Board” means a Board Member who sits on the Executive Committee and has been appointed as Chair of one or more sub-committees of the Board;

“Non-Executive Member of the Board” means Member of the Board not serving on the Executive Committee;

“Co-Opted Member” means an external subject matter expert co-opted from the community who has been appointed to the membership of one or more of the Board’s Committees who may vote in an advisory capacity on any matter put before the Committee;

“Gazetted Member” means a Member of the Board who has been formally appointed by the Minister of Health;

“the Committee” means the Capital & Estates Sub-Committee. The Board’s Committees are advisory by nature. Decisions rendered / votes cast by Committee Members are therefore presented to the Board as recommendations.

#### 2. CONSTITUTION

In accordance with the Bermuda Hospitals Board Act 1970 (the “Act”), and pursuant to section 26(4) of the Act, BHB hereby establishes a sub-committee of the Finance & Audit Committee to be known as the Capital & Estates Sub-Committee (the “Committee”) , which shall be governed by the Terms of Reference set forth below.

The Committee is hereby authorized by the Board to investigate activities within its Terms of Reference, as well as any matters which have not specifically been set out in its Terms, but which require investigation by Members of the Committee. It is further authorized to seek any information it requires from any employee, and all employees are directed to cooperate with any request made by the Committee.

The Committee is authorized by the Board to obtain outside legal or other professional advice and to retain other advisors with relevant experience and expertise if necessary to carry out its duties.

The Committee Members agree to respect all policies and procedures which protect BHB's intellectual property and patient confidentiality.

### **3. PURPOSE AND SCOPE**

The purpose of the Committee is to provide key governance and oversight on estates management and ensure there is communication between key stakeholders with respect to the on-going management of the historical estate, PPP Project for the new Acute Care Wing and the development and implementation of the BHB Estate Master Plan for the wider collective campuses managed by the Board.

The Committee will receive, consider and recommend for approval business cases referred by the Decision Support Panel for capital projects in accordance with BHB's Standing Financial Instructions and Scheme of Delegated Financial Authority. Business cases must demonstrate alignment with BHB's Strategic Plan, specifically with any short-term or long-term estates plan, should also reflect the needs of the key stakeholders including the community and must reference risk management as appropriate.

### **4. DUTIES AND RESPONSIBILITIES**

The Committee is responsible for strategic and policy matters related to property, estates and facilities management - most notably estates master planning, property acquisition, disposal and major capital investment - including major capital based built/infrastructure equipment required to ensure the operation of the building within building and planning codes and agreement and ongoing oversight of the BHB Capital programme.

The main duties and responsibilities of the Committee include, but are not limited to the following:

- Oversee campus planning and development activity in the context of the Estates Master Plan and prudent financial, planning codes and environmental sustainability practices;
- Review and recommend to the Finance & Audit Committee the annual estates capital programme and budget incorporating any financial assumptions;
- Recommend to the Finance & Audit Committee, estates planning and development initiatives, with due consideration to the impact on multi-campus sites, including the acquisition or disposal of land or buildings; the use of land or buildings and facilities, the siting of buildings or infrastructure;
- Ensure that BHB complies with all building codes, fire codes, safety regulations, licensing requirements, statutory and regulatory provisions, as appropriate, in its building and property programme and review compliance annually;
- Ensure BHB has the appropriate preventative maintenance plan, life cycle and asset management plans for major building systems;
- Ensure an appropriate risk register is maintained for all BHB facilities;
- Consider the policies and practices regarding the building landscape architecture, major capital investment and minor works for BHB;
- Consider the acquisition and disposition of land, property, the decommissioning of major fractions of the estate and major capital investment and make recommendations to the Finance & Audit Committee;
- Administer the Facilities Management Space Allocation Programme;
- Involvement in material *ad hoc* issues; and

- On an annual basis, review and re-assess the adequacy of these Terms of Reference and recommend to the Finance & Audit Committee for approval.

## **5. ACCOUNTABILITY AND REPORTING**

The Committee shall provide a quarterly summary report on its activities to the Finance & Audit Committee.

The Estates Master Plan comprises two primary components: the Long-Term and Short-Term Estates Plan. The Long-Term Estates Plan will effectively cover the development of the estates plan for three (3) years rolling forward.

The Short-Term Estates Plan will effectively cover the instant state rolling forward to three years.

## **6. CONDUCT OF MEETINGS**

### **6.1 Membership**

The Committee shall be a standing committee that is comprised of members of the Executive Team and key leaders in the management of estates, facilities, finance and related activities. One of the Members will be appointed Chair of the Committee by the Board.

The following will be Members:

- Chief Financial Officer (Chair)
- Chief Operating Officer
- Deputy CFO
- Director, Business Finance
- Director, Commercial Operations
- VP, Facilities Management
- Director, Property Management
- VP, Information Technology Services
- PPP Technical Compliance Manager
- Director, PMO

Any other members of BHB's Executive Team or their delegate may attend meetings by invitation from the Chair.

The Committee may invite any subject matter expert whether internal or external to attend all or part of any meeting in whatever capacity the Chairman of the Committee deems appropriate.

### **6.2 Appointments**

Co-Opted Members may be nominated by the Committee Chair and should be vetted and approved by the Executive Committee and ultimately the Board. Co-Opted Members may serve for a period of one year, unless otherwise agreed by the Board.

The Board may exercise its discretion to re-appoint Co-Opted Members for an additional term. The Board's Committees and Groups are advisory by nature; decisions rendered / votes cast by Committee Members are therefore presented to the Finance & Audit Committee as recommendations.

### 6.3 Quorum and Voting

The quorum for all committee meetings will be satisfied where 3 Members are in attendance.

Every question or matter to be determined by the Committee at any committee meeting shall be decided by way of a majority vote. In the event of an equal division of votes on any questions or matters, the Chair of the meeting may give a second casting vote. A Member may abstain from voting on a matter in which that Member has a financial or personal interest.

### 6.4 Frequency

Meetings will be held on a quarterly basis (second Tuesday of each third month). Extraordinary meetings may be held as and when the need arises.

### 6.5 Resolutions in Writing

The Board hereby confers on the Committee powers to make decisions by way of resolution. A copy of the resolution(s) shall be circulated to all Members. The date of the resolution is the date when the resolution is signed by the last Member to sign.