

Museum Facilities and Capital Projects Committee**Terms of Reference***Effective: December 11, 2024***Part 1: repeats the relevant section of the General Bylaws, Section 5****5.4 Museum Facilities and Capital Projects Committee (“Committee”)**

1. The Committee consists of a minimum of three (3) members of the Board appointed by the Chair, CEO and the Chair of the Board.
2. The quorum is two (2) voting members.
3. The Chair of the Board and CEO are both *ex-officio* and non-voting members of the Committee, but each may be appointed by the Board as a full member of the Committee.
4. The responsible Vice President, and, the Modernization Project Director, are *ex-officio* and non-voting members of the Committee.
5. The Committee will assist and advise the Board in its governance oversight of the management of the Museum properties and buildings and its capital plans for the modernization of the Museum, all as is more fully described in the Terms of Reference for the Committee.

Part 2: Frequency

The Committee will meet a minimum of four times per year and at the call of the Chair.

Part 3: Reporting

The minutes of all meetings of the Committee are to be provided to the Board. Oral reports by the Committee Chair on recent matters not yet recorded in the minutes are to be provided to the Board at its next meeting.

Part 4: Responsibilities

- Provide advice on asset management, stewardship, repairs and maintenance planning of the buildings and properties (including any leased properties), of the Museum.
- Ensure policies and practices are in place to assure consideration of life, health and safety issues and other mitigations of potential loss or injury.
- Provide continued governance oversight on the completion of the construction of the Provincial Archives, Research and Collection Campus (“PARC Campus”), through to completion inclusive of the commissioning, operational transition and preparation, packing and moving functions associated therewith.
- Designate one member of the Committee to act as a member and voting representative of the PARC Campus Project Executive Board (“PEB”).
- Monitor and advise on key government relationships pertinent to the PARC Campus project completion.
- Review and monitor risk management practices related to asset management, stewardship, repairs and maintenance plans for all Museum buildings and properties, including any leased properties.

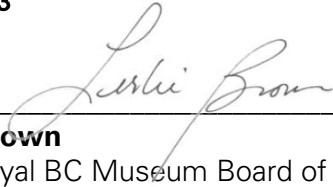
- Make recommendations to the Board, subject to the proviso in the paragraph below entitled “exceptional circumstances”.
- The Committee shall recommend to the Board any amendments to the construction and development of the PARC Campus as construction proceeds, having consideration for the project’s status and the Museum’s roles and responsibilities associated therewith.
- Report upon and assist in assuring adherence to the Museum’s mandate and mission regarding the ongoing development of the PARC Campus and the asset management, stewardship, repairs and maintenance planning of the other buildings and properties (including any leased properties), of the Museum.
- Hold regular and special meetings on short notice as necessary in order to provide at all times, and in particular, in advance of meetings of PEB meetings, advice to the Museum’s representatives thereon.
- At the CEO’s request, the Committee may be convened, with or without quorum, to offer advice, and should a decision be necessary, a quorum of the Committee may waive notice of a meeting and transact business for the purpose of providing assistance with any pressing issue related to PARC Campus including planning, funding, coordination of advocacy done by any representative of the Museum and public communication about the PARC Campus.
- **Exceptional Circumstances**
The Board hereby delegates its powers of decision to the Committee where exceptional circumstances or urgency prevent the Committee from convening a meeting of the full Board PROVIDED THAT the Committee will frequently and consistently report to the Board all of the actions of the Committee.

Part 5: Other Elements of Oversight (all Committees)

- The Committee, in the area of its oversight, will ensure there is a periodic review of material risks and mitigation plans therefor.
- The Committee, in the area of its oversight, will annually review the adequacy of resources available to meet the Museum's commitments.
- The Committee and its members will keep current on emerging best practices relevant to the Committee's mandate.
- Not less than annually, the Committee will review its Terms of Reference and make recommendations to the Board for any necessary changes.
- The Committee will rely upon management to provide full and accurate information.
- With prior approval from the Board, the Committee may retain expert external third-party advisors as and when required to inform Committee deliberations.

Part 6: Background Information NIL

APPROVED on this 11th day of December, 2024.



Leslie Brown
Chair, Royal BC Museum Board of Directors



Robert Jawl
Chair, Museum Facilities and Capital Projects
Committee