

Board of Directors
Governance Paper 03/2022

DOCUMENT OWNER

Turks and Caicos Islands Airports Authority
Providenciales International Airport
Providenciales, Turks and Caicos Islands
www.tciairports.com

Effective Date:

26th July 2022



**FACILITIES, INFRASTRUCTURE, AND CAPITAL
PROJECTS COMMITTEE
TERMS OF REFERENCE**

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I. PURPOSE

1. The Facilities, Infrastructure, and Capital Projects Committee (the "**Committee**"), is a standing committee of the Turks and Caicos Islands Airports Authority (the "**TCIAA**") Board of Directors.
2. The purpose of the Committee is to advise and provide strategic oversight to the Board on facilities activities, the capital improvement needs, including but not limited to airport master planning, new construction projects, deferred maintenance, real estate development, information technology, and operational technology. The Committee shall provide leadership for the implementation of the TCIAA's Strategic Plan, monitoring outcomes, and recommending to the Board appropriate corresponding policies and initiatives.

II. AUTHORITY

3. The Board authorises the Committee to perform activities within the scope of its Terms of Reference as follows:
 - a. Provide oversight and strategic direction for the TCIAA's Master Plan, including the TCIAA's programme to administer the construction and maintenance of facilities.
 - b. Provide oversight and strategic direction for the TCIAA's real estate programme including real estate acquisitions, dispositions, or encumbrances for the TCIAA and its related airports or entities.
 - c. Review and assess construction-related activities, including information regarding change order activity and minor projects.
 - d. Assessing and monitoring the effectiveness of the TCIAA's information technology, and operational technology.
 - e. Perform other duties as assigned by the Board or the Board Chair.

III. COMPOSITION AND MEMBERSHIP

4. The voting members of the Committee shall consist of:
 - a. Not fewer than two (2) Directors of the Board and not more than three (3) Directors, one of whom shall be designated as Committee Chair;

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- b. The Deputy Chief Executive Officer – Operations for the TCIAA, ex-officio;
 - c. The Projects Manager or Lead Projects Officer for the TCIAA, ex-officio.
 - d. The Terminal Manager for the TCIAA, ex-officio.
5. With the consent of the Board, additional individuals from time to time may be appointed by the Committee as advisors to the Committee who are not Directors.
6. Non-director advisors of the Committee shall not be entitled to vote. At the time of appointment to the Committee, non-director advisors shall enter into an agreement in a form approved by the Committee, requiring them to refrain from engaging in any activities that would be in conflict with their duties and obligations to the Committee and to keep confidential all information (written or otherwise) received in their capacity as a Committee advisor.
7. The Chair and Deputy Chair of the Board may attend meetings, however, will not be required to vote or count in a quorum, unless attending as one of the Directors making up the composition of the Committee as prescribed in paragraph 4 above.
8. Only Committee members shall be entitled to vote on matters before the Committee.

IV. COMMITTEE RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee shall:

9. Review and Recommend the Master Plans and Master Plans Amendments for the TCIAA.
10. Review and recommend Construction Projects (new, remodeling, site work) with a projected total project cost in any amount greater than the US \$2 million, and any material changes to the projects.
11. As necessary, request and receive information from and meet with senior management, employees, or independent advisors in respect of matters about a project.

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12. Visit and inspect sites and communicate with project contractors if it deems necessary.
13. Assist the Board in making decisions on how to proceed with projects.
14. Review management's project management procedure and provide advice to management as appropriate.
15. Review the progress of projects with management, and provide advice to management as appropriate.
16. Report to the Board from time to time as the Committee determines, or at least every six months, or as requested by the Board.
17. Direct, and review authorise Management's preparation for release to the Public an Annual Capital Projects and Infrastructure Report, to be released annually at the TCIAA's Annual Public Meeting.
18. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to capital projects.

V. PROCEDURES

19. Except as otherwise stated in these Provisions, the Committee shall determine its procedures.
20. The Committee shall meet as often as it deems necessary to carry out its mandate but must meet at least two times per year. Meetings may be held at any time and in any place deemed appropriate by the Committee.
21. A quorum at a meeting shall consist of a majority of members. Members of the Committee may participate in a meeting of the Committee employing such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at that meeting.

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22. In the event of the absence of the Committee Chair or at the request of the Committee Chair, a meeting shall be chaired by such person as may be designated by the Committee Chair in advance of such meeting or the absence of such delegation, by such person as may be agreed at the meeting.
23. The Committee Chair is responsible for the following:
- (i) preparation of the agenda for Committee meetings;
 - (ii) transmitting to the Board materials generated by the Committee, including any Committee minutes; and
 - (iii) reporting to the Board on the activities, decisions, and recommendations of the Committee.
 - (iv) Convening Committee meetings and designating the times and places of those meetings.
 - (v) Ensuring Committee meetings are duly convened, and that quorum is present when required.
 - (vi) Working with management on the development of agendas and related materials for the Committee meetings.
 - (vii) Ensuring Committee meetings are conducted in an efficient, effective, and focused manner.
 - (viii) Ensuring the Committee has sufficient information to permit it to properly make decisions when decisions are required.
 - (ix) Providing leadership to the Committee and assisting it in reviewing and monitoring its responsibilities.
 - (x) Reporting to the Board on the deliberations and recommendations of the Committee.

VI. DOCUMENTATION, COMMUNICATION, AND REPORTING

Approved 26th July 2022.

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24. Minutes of the Committee are to be kept and filed by the Committee Secretary and held at the TCIAA's Executive Office.
25. The Committee shall report to the Board of Directors at least four times a year (at least once per financial quarter) or otherwise upon request, and annually to the General Public at the Annual General Public Meeting for the TCIAA.

VII. REVIEW AND DISCLOSURE

26. The Committee shall review the terms of reference for the Committee annually to assess its effectiveness and make recommendations to the Board as required.

Approved by Resolution of the Board of Directors of the Turks and Caicos Islands Airports Authority at Its Meeting On 26th July 2022.

Selvyn P.A. Hawkins, Jr
Executive Chairman
26th July 2022

Dwayne Gardiner
Deputy Chairman
26th July 2022

Nekia Ewing
Secretary of the Board
26th July 2022

Approved 26th July 2022.

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