

# Project Committee Terms of Reference

## Background

- A. TCC was established as a non-profit organization in 2019 and received charitable registration status in December 2021.
- B. TCC's purpose is to provide a public amenity by establishing, administering, and maintaining a multi-use recreational and cultural facility, including a gymnasium, auditorium, dance/multi-use studios, library, archive and museum, in northeast Scarborough, Ontario, for use by members of the Tamil community and general public, ( hereinafter referred to as the "community centre' or "facility")
- C. TCC is currently in the pre-design phase of the project, with construction expected to begin in the first quarter of 2024. Prior to the start of construction, TCC is expected to incur costs related to project management (PMO), professional services and architectural services.
- D. TCC entered into a land lease with the City of Toronto dated February 15 2022, for the land on which the facility will be located (hereinafter referred to as "Property"). TCC will own the facility. The project will be located at 311 Staines Road, Scarborough. TCC must construct the project and conduct future operations in compliance with the land lease.
- E. TCC applied for and has become the successful recipient of bi-lateral government funding through the Investing in Canada Infrastructure Program: Community and Culture Stream. TCC entered into a Transfer Payment Agreement dated February 28, 2022 with the Province of Ontario that outlines the terms and conditions on how the TCC can receive and use the approved funds.
- F. Provided the TCC is governed by a voluntary Board of Directors, it has procured professional Accounting and Bookkeeping services to support the delivery of the project.
- G. Provided the TCC is governed by a voluntary Board of Directors, it has procured professional Project Management Office services to support the delivery of the project.
- H. TCC wishes to establish Terms of Reference for the Project Committee that will report to the TCC Board of Directors, oversee project consultants, and be responsible for the delivery of the project in regards to design and construction.

# 01

## Interpretation

### CONFLICTS

- A. In the event of a conflict between these Terms of Reference and the TCC's incorporation documents, the incorporation documents will govern.
- B. In the event of a conflict between these Terms of Reference and the Land Lease with the City of Toronto, the land lease will govern.
- C. In the event of a conflict between these Terms of Reference and the Transfer Payment Agreement with the Province of Ontario, the Transfer Payment Agreement will govern.

### AMENDMENTS

These Terms of Reference may only be amended, supplemented or replaced by TCC Board of Directors approval.

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# 02

## Mandate and Membership

### MANDATE

As more particularly defined in these Terms of Reference, the Project Committee is constituted to participate in the coordination of the bookkeeping, project management, design and construction of the Tamil Community Centre on behalf of the TCC Board of Directors.

### MEMBERSHIP

The number of members on the Project Committee will be determined by the TCC Board of Directors.

### TERM

Project Committee members are entitled to serve for a term equal to when the project reaches substantial completion.

### CHANGES

The TCC Board of Directors can change their respective nominees at any time, provided however that in recognition of the long-term nature of the Project:

- A. they will use reasonable efforts to minimize turnover of its nominees;
- B. they will use reasonable efforts to help replacement nominees get up to speed with the Project Committee's activities; and
- C. where they expect to change a nominee, they may invite the replacement nominee to participate in Project Committee meetings as a non-voting observer prior to the change of nominee to facilitate the transition.

### CHAIR

The chair of the Project Committee will be appointed by the TCC Board of Directors.

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# 03

## Responsibilities and Authority

### DESIGN APPROVAL

The Project Committee will review, evaluate, make recommendations with respect to, and approve all aspects of the design of the Tamil Community Centre, subject

to the following:

- A. the Project Committee will solicit feedback from the User Committee (constituted in accordance with Article 5 below) prior to making decisions or final recommendations about the building program and interior space configurations of the Tamil Community Centre and will give the User Committee a reasonable opportunity to provide such feedback. To solicit such feedback, the Project Committee will refer specific questions to the User Committee and will reasonably consider the feedback of the User Committee in respect of those questions;
- B. all decisions of the Project Committee with respect to the internal design of the Tamil Community Centre will be subject to the approval of the User Committee ; and
- C. in evaluating the design, the Project Committee will have regard to any cost constraints arising from the proposed financing of the Project.

The Project Committee will support the Project Management Office with respect to any purchase order or similar sole-source procurement instrument (“**PO**”) or any competitive procurement procedure, including any request for information, request for quote, request for tender or request for proposal (collectively “**RFXs**”) issued by the PMO in respect of the design and construction of the Project by doing the following:

- A. suggesting potential service providers or suppliers, including architects, designers, engineers, and contractors, as applicable, (collectively, “**Vendors**”) subject in all cases to the conflicts of interest provisions of the Applicable Policies;
- B. reviewing, commenting on and approving the scope of the services or goods to be procured under the PO or RFX;
- C. reviewing, commenting on and approving the terms of any PO or RFX before the PO or RFX is issued to Vendors;
- D. reviewing, commenting on and approving any material amendments, clarifications or answers to Vendor questions that the PMO proposes to issue to Vendors in respect of POs or RFXs;
- E. reviewing and commenting on any Vendor responses to RFXs; and
- F. reviewing, commenting on and approving any recommendations that the PMO intends to make to the TCC Board of Directors with respect to the outcome of any RFXs before such recommendations are made.

Subject to the Project Committee’s role as described above, the the PMO Office will be responsible for drafting PO and RFX documents, running RFX processes, communicating with Vendors, and evaluating Vendor Responses to RFXs, all of which it will do in accordance with the Applicable Policies.

### **CONTRACTING ADVICE**

The Project Committee will support the PMO by reviewing, commenting on and obtaining TCC Board of Directors approval for any material contract, and any material amendments or change orders thereto, to be entered into by the TCC with Vendors in respect of the design and construction of the Project.

### **TCC APPROVAL PROCESSES**

To the extent that the Project, or any aspect thereof, requires any approvals by the TCC Board of Directors in accordance with the Applicable Policies:

- A. The Project Committee will support the TCC Board of Directors by providing

information and recommendations to include as part of any request for approval; and

- B. representatives of the Project Committee will be entitled to appear and make representations at any meeting during which such approval is being requested or considered.

### **PROJECT BUDGETS**

The Project Committee will at all times make decisions that are not inconsistent with the budgets that have been approved for the Project.

### **OTHER**

The Project Committee will do such other acts and carry out such other duties as the Project Committee considers necessary or advisable in respect of its mandate as set out in Section 2.1.

### **APPROVAL RIGHTS**

Where these Terms of Reference provide a right of approval to the Project Committee, the TCC Board of Directors will not undertake the action or enter into the agreement that is the subject of such right of approval until the approval of the Project Committee is obtained.

### **LIMITATIONS**

The Project Committee is not an agent of the TCC and does not have the power or authority to enter into binding commitments on behalf of the TCC.

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## 04

### **Meetings**

#### **REGULAR MEETINGS**

The Project Committee will meet at least once a month, unless the Project Committee decides to meet more or less frequently, having regard to the schedule and status of the Project.

#### **LOCATION OF MEETINGS**

Unless otherwise agreed by the Project Committee, all meetings will be held through virtual platforms.

#### **ATTENDANCE**

All members will use reasonable efforts to attend all meetings of the Project Committee, provided that where a member is unable to attend, he or she will give the Project Committee as much notice of his or her expected absence as is practicable.

#### **QUORUM**

Quorum for the conduct of business of the Project Committee will be a simple majority of committee members.

#### **AGENDA**

The chair of the Project Committee will prepare and circulate to the Project Committee a draft agenda for each meeting. As the first order of business of each meeting, the agenda will be approved, subject to any changes agreed upon by the members.

## **MINUTES**

The Project Committee will select a member to take minutes of each meeting. As the second order of business of each meeting, the Project Committee will approve the minutes of the prior meeting.

## **CHAIR**

The chair will be responsible for the orderly conduct of the meeting in accordance with the agenda. In the event that the chair is absent, the Project Committee will choose an interim chair for the purposes of that meeting only.

## **DECISIONS**

All decisions of the Project Committee will be made by majority vote of those present or represented by proxy at a meeting of the Project Committee. In the event of a tie, the chair of the Project Committee will not have a deciding vote. Decisions may also be made in writing signed by all members of the Project Committee. Where a vote is tied, the Project Committee will first use reasonable efforts to resolve the applicable issue and to vote again, provided that if the stalemate is not broken, then the decision will be escalated to the TCC Board of Directors.

## **ACTION ITEMS**

As the final order of business of each meeting, the Project Committee will agree on a list of tasks to be completed in time for the next meeting and will decide which member(s) will be responsible for each task. Members will use reasonable efforts to complete their assigned tasks in a timely manner.

## **DEADLOCKS**

In the event that the Project Committee is deadlocked, the TCC Board of Directors will meet to resolve the deadlock in good faith and in a timely manner.

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# 05

## **Standing Committees**

### **TERMS OF REFERENCE**

The terms of reference for the Standing Committees will be established by the TCC Board of Directors. Those terms of reference will be compatible with these Terms of References.

### **SHARING OF INFORMATION**

Standing Committee chairs will share communication of their committees with one another.