

TERMS OF REFERENCE ILM PROJECT BOARD

Purpose

- The ILM Project Board (the “Project Board”) is created by the BC Hydro Board of Directors, as provided for under Tab 24 of the Board Governance Manual.
- The Project Board will function at a strategic level, offering advice and direction to BC Hydro Management during the development and execution of the ILM Project. In particular, the Project Board will consider all recommendations of Management in relation to the goals, scope, budget, schedule, environmental, First Nations and procurement model, and where it considers it appropriate and necessary, will elevate those recommendations to the Board.
- The Project Board is to consider recommendations made and decisions taken relating to the ILM Projects in the context of both short term and long terms impacts.
- The Project Board will remain in place until dissolved by the Board of Directors.

Composition and Administration

Membership

- The Project Board is to consist of such Directors as are appointed by the Board of Directors from time to time.
- The Corporate Secretary of BC Hydro will serve as secretary to the Project Board.
- The CEO of BC Hydro shall be invited to all meetings unless the meeting is in-camera.

Meetings

- The Project Board will meet at such frequency as is determined necessary by its Chair.
- Meetings of the Project Board may, from time to time, be held in conjunction with the Capital Projects Committee, at the discretion of the Project Board Chair and in consultation with the Chair of the Capital Projects Committee.
- The provisions of Tab 18 (*Guidelines for Committees of the Board of Directors*) will apply to the Project Board and determine its procedures.
- Agenda items may be referred by the Board of Directors or Management or proposed by the members of the Project Board.

Accountability

- Minutes of the Project Board’s meetings will be maintained by the Corporate Secretary’s office and available in the same manner as are Board Committee minutes.

The authority of the Project Board shall be limited to providing advice and direction to Management and making recommendations to the Board.