

TERMS OF REFERENCE: PRESIDENT & CEO

I. INTRODUCTION

These Terms of Reference for the President & CEO (the “**CEO**”) set out the duties and responsibilities of the CEO relative to BCLC governance and the Board-Management relationship. These Terms of Reference are complementary to the President and CEO role profile which sets out the job description and operational duties of the chief executive officer role.

A. The President & Chief Executive Officer is appointed by, and reports to, the British Columbia Lottery Corporation (“**BCLC**”) Board of Directors (the “**Board**”) and maintains open communication with the Board and the Board Chair.

B. The CEO is responsible for:

- i. leading and managing the operations of BCLC on a day-to-day basis, in accordance with the parameters established by the Board;
- ii. providing overall leadership and vision in developing the strategy and plans necessary to realize objectives; and
- iii. ensuring strategic and annual plans are effectively implemented, the results are monitored and reported to the Board; and the financial, risk, social, environmental, stakeholder and operational objectives are attained.

II. DUTIES AND RESPONSIBILITIES

A. Leadership

The CEO has the responsibility to:

- i. lead and manage BCLC within the strategies, plans, policies and other parameters established by the Board;
- ii. foster a healthy corporate culture that promotes ethical practices, diversity and inclusion, and encourages individual integrity, social responsibility, teamwork, innovation and agility;
- iii. ensure all operations and activities of BCLC are conducted in accordance with applicable laws and regulations, as well as with BCLC’s policies and practices, including its Board-approved Standards of Ethical Business Conduct; and
- iv. ensure that all reporting requirements to the Government of British Columbia (the “Government”) are met in a timely and appropriate manner.

B. Corporate Strategy, Planning and Reporting

TERMS OF REFERENCE: PRESIDENT & CEO

The CEO has the responsibility to:

- i. develop, after early consultation with the Board and for later approval by the Board, strategic and service plans consistent with BCLC's purpose, mission, vision and values; the public interest; and Government's Mandate Letter;
- ii. recommend updates to the strategic plan for Board approval, as required;
- iii. develop for Board approval, and successfully implement, the annual business plan; operating and capital budgets; and people and culture strategy;
- iv. review, and report regularly to the Board on, the overall progress and results of BCLC against operating, financial and social purpose objectives, as well as initiate courses of action for improvement, where required;
- v. develop for Board approval ongoing financial forecasts and projections; and
- vi. keep the Board fully informed of all significant operational, financial, risk, environmental, social, stakeholder and other matters relevant to BCLC, including external items emanating from the Government and stakeholders.

C. Policies and Controls

The CEO has the responsibility to:

- i. ensure employees' responsibilities and authorities are clearly established;
- ii. develop and implement policies to guide BCLC within the limits prescribed by the Board;
- iii. establish effective control and co-ordination mechanisms for all operations and activities; and
- iv. validate the integrity of the internal control and management systems.

D. Risk Management

The CEO has the responsibility to:

- i. set an appropriate tone for sound risk intelligence;
- ii. ensure BCLC establishes and implements an effective enterprise risk management program for the identification, assessment and management of long and short-term strategic, operational and emerging risks (e.g. social, environmental, stakeholder, technology) and opportunities;

TERMS OF REFERENCE: PRESIDENT & CEO

- iii. ensure BCLC addresses its material risks and opportunities in the corporate strategic plan;
- iv. works with the Board to develop BCLC's risk culture;
- v. escalate to the Board fast-moving risks that require immediate and strategic response;
- vi. work with the Board to agree on the corporation's risk appetite and thresholds; and
- vii. oversee BCLC's risk profile, including its ongoing and potential exposure to risks.

E. People & Culture

The CEO has the responsibility to:

- i. agree with the Board on the desired corporate culture and monitoring mechanisms, as well as foster a healthy and engaged corporate culture that enhances employee attraction, retention and motivation;
- ii. develop and maintain a sound, effective organizational structure, and obtain Board approval for any significant changes to the structure of the Vice Presidents reporting to the CEO ("Executive Management"), including appointments and removal of officers;
- iii. develop, maintain and annually review with the People & Culture Committee a plan for development and succession of Executive Management;
- iv. annually review with the People & Culture Committee the results of Executive Management performance evaluations;
- v. develop for Board approval BCLC's Total Compensation philosophy and principles;
- vi. annually review with the People & Culture Committee the Total Compensation of Executive Management; and
- vii. provide the Board members, at both Board and Board Committee meetings, with exposure to BCLC's key management.

F. External Relations

The CEO has the responsibility to:

- i. foster effective relationships with Government and key stakeholders;
- ii. ensure BCLC has a stakeholder engagement plan that identifies and implements future corporate objectives to be achieved with stakeholders;

TERMS OF REFERENCE: PRESIDENT & CEO

- iii. oversee BCLC's external communications to confirm that they enhance public accountability and are timely, effective and appropriate;
- iv. act as the spokesperson for BCLC in accordance with the Communications Policy set out in Tab G; and
- v. seek approval from the Board, through the People & Culture Committee, prior to acceptance of any outside commitments including acting as a director or trustee of for-profit and not-for-profit organizations.