

TERMS OF REFERENCE: CORPORATE SECRETARY

I. INTRODUCTION

As set out in the Job Profile for the Corporate Secretary and Director of Board Governance, the Corporate Secretary plays a key role in the effective governance of the organization, serving as a liaison between the Board of Directors and Senior Management. This role focuses on applying current best practice while driving future-oriented process innovation to strengthen the corporation's governance activities.

II. DUTIES AND RESPONSIBILITIES

The Corporate Secretary's duties and responsibilities are set out in the Accountabilities section of the Job Profile as follows:

- Acts as the chief expert and advisor on corporate governance, providing strategic guidance to the Board and employees on governance matters, including conflicts of interest and ethics. Maintains knowledge of and implements best practices in Board evaluation, appointments, onboarding and development. Advises the Governance Committee and Board on best practices as part of the annual governance manual review and implements a sound corporate law foundation.
- Acts as primary interface between Management and the Board of Directors, fostering effective Board-Management relations. Ensures the Board receives timely, relevant and balanced information to govern the corporation effectively. Advises Management on the content and organization of materials for Board and Committee meetings, ensuring Directors' views and preferences are addressed and that materials address financial, risk, people, player health, stakeholder, ESG, and purpose factors. Ensures that decisions made by the Board are communicated to Management in a timely manner and assists the CEO in taking all consequential actions.
- Elevates the board governance function and stays abreast of governance trends applying learnings to foster continuous improvement and position BCLC as a governance leader. Leverages digital and virtual governance tools, AI and data analytics to enhance efficiency, security and communication among Directors and Management and improve governance functionality and monitor compliance and governance practices in real-time. Assists the Board in maintaining effective oversight of cybersecurity, purpose, and stakeholder and Indigenous relations.
- Plans and manages Board and Committee calendars, oversees the preparation for meetings, and identifies matters to address at Directors' and Committee meetings; prepares Board resolutions and ensures schedules and agendas meet the requirements of the governance manual and government schedules. Meets with the CEO, and other members of Management, as appropriate, to review agendas and minutes prior to meetings.

TERMS OF REFERENCE: CORPORATE SECRETARY

- Champions BCLC's social purpose and commitment to player experience by fostering a culture of collaboration, respect, integrity, trust, high performance, social purpose and customer understanding. Fosters strong collaborative relationships with all functional areas of BCLC and works effectively across the leadership team and the overall organization.
- Supports crisis management efforts by advising the Board and Management during corporate or reputational crises. Contributes insights to strategic governance discussions to help ensure effective responses to challenges and alignment with the organization's purpose and objectives. Collaborates with Enterprise Risk Management to advise the Board and Management on governance-related risks.
- Attends all Board and Committee meetings acting as Secretary, organizes minute-taking responsibility for each meeting, and advises on meeting conduct and procedure as required. Ensures that post meeting activities are completed including the assignment of action items.
- Develops and maintains internal and external business relationships, to facilitate information exchange, promote governance best practices and represent the organization's governance capabilities.
- Responsible for managing the Board budget and expense claims; maintains official corporate records and Board policies; manages public disclosure and government reporting on Board materials; and, ensures proper and timely documentary filings and fulfillment of disclosure requirements.
- Drafts, reviews, and revises governance policies to ensure they align with best practices and regulatory requirements. Supports the Board, Governance Committee, and Management to implement effective governance policies that address key areas of Board function, compliance, and risk management.
- Works with General Counsel and the Chief Compliance Officer to ensure legal advice is available for all Board-related contracts and transactions, ensures adherence to corporate governance standards and regulatory requirements, and facilitates retention of independent counsel and external advisors for the Board as appropriate.
- Serves as the primary governance resource for the Board and Committee chairs, acting as governance resource and counsel on request. Supports the Governance Committee Chair to ensure effective governance practices are implemented and maintained. Provides advice to the Board and Committees on education to enhance their understanding of BCLC's operational landscape, and address Board evaluation priorities, governance responsibilities and best practices.

TERMS OF REFERENCE: CORPORATE SECRETARY

- Under direction of the Governance Committee, facilitates orientation for new Directors and ensures ongoing, relevant professional development is made available to all Directors, and that Directors understand current and emerging best practices in corporate governance. Supports Directors in understanding their roles and responsibilities relating to governance matters.
- Assumes responsibility for the management and execution of special projects, as required.