

TERMS OF REFERENCE: INDIVIDUAL DIRECTORS

I. INTRODUCTION

- A.** Each Director is expected to fulfill all the obligations of a Director under applicable law. Without limiting the generality of the foregoing and in addition to acting in the public interest, when exercising the powers and performing the functions of a Director of BCLC, a Director must:
- i. act honestly and in good faith with a view to the best interests of BCLC;
 - ii. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.
- B.** These Terms of Reference set out the standards of performance that the Board expects of each Director and provides the basis for individual Director assessment.

II. DUTIES AND RESPONSIBILITIES

A. General

As a member of the Board, each Director shall:

- i. understand the difference between governing and managing, and not encroach on Management's area of responsibility;
- ii. declare conflict(s) of interest – real or perceived – and demonstrate an understanding and sensitivity to conflict of interest issues;
- iii. respect confidentiality;
- iv. act and speak honestly, ethically and with integrity;
- v. participate actively as a member or Chair of one or more Committees and become knowledgeable of the mandates of those Committees.

B. Skills and Experience

As a member of the Board, each Director shall:

- i. effectively apply the Director's knowledge, experience and expertise to issues facing BCLC;
- ii. utilize external relationships and resources in making a contribution and adding value to BCLC; and
- iii. serve as a helpful resource to the Board and to Management, where necessary and appropriate.

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C. Preparation and Attendance

As a member of the Board, each Director shall:

- i. maintain an excellent Board and Committee meeting attendance record;
- ii. attend entire Board or Committee meetings, not just parts of meetings;
- iii. attend meetings well prepared, having completed and understood the necessary background reading and, if required, having consulted other Directors or the Corporate Secretary to enhance that understanding;
- iv. demonstrate broader preparation than just the distributed material; and
- v. be available, when needed, and be accessible and approachable.

D. Communication and Interaction

As a member of the Board, each Director shall:

- i. participate fully and frankly in Board deliberations and discussions;
- ii. contribute meaningfully and knowledgeably to Board discussions;
- iii. work effectively with fellow Directors and be a constructive force within the Board;
- iv. actively listen and communicate with other Directors and Management in a thoughtful, respectful and constructive way, which inclusively considers and encourages the diverse views, experiences and perspectives of others;
- v. be willing to take a stand or express a view, even if it runs contrary to prevailing wisdom or the direction of conversation;
- vi. exercise independent judgment;
- vii. show respect for BCLC Management and staff;
- viii. respect lines of authority and appropriate channels of communication; and
- ix. advise the Chair or Committee Chair in advance directly, or through the Corporate Secretary, when planning to introduce significant and previously unknown information or material at a Board or Committee meeting.

E. Strategies and Plans

As a member of the Board, each Director shall:

- i. demonstrate a comprehensive understanding of BCLC's:
 - a. mandate, purpose, vision and, values;

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- b. strategic plan, annual business plan, operating and capital budgets and people and culture strategy
 - c. accountability to Government;
 - d. responsibility to advance and protect the public interest;
 - e. principal risks and opportunities;
 - f. social and environmental performance;
 - g. stakeholder relationships; and
- ii. contribute and add value to discussions regarding BCLC's strategic direction.

F. Business and Industry Knowledge

As a member of the Board, each Director shall:

- i. demonstrate a strong understanding of BCLC's business model, markets, operations and technology;
- ii. demonstrate an ability to assess the financial implications of decisions and related financial reporting requirements, as well as any relevant accounting and disclosure principles;
- iii. demonstrate a current understanding of the regulatory and legislative environment, industry trends and the competitive, social and political environment within which BCLC operates;
- iv. demonstrate an understanding of trends, risks, opportunities, best practices and expectations in environmental, social and governance practices, as well as how they are applied at BCLC in its strategy, operations, investments and stakeholder relationships;
- v. maintain a familiarity and knowledge of the key officers, management group and other high potential senior employees;
- vi. be familiar with BCLC's key stakeholder groups, their interests, expectations and priorities, as well as BCLC's stakeholder relations approach; and
- vii. remain knowledgeable about BCLC's facilities.