

## TERMS OF REFERENCE: INDIVIDUAL DIRECTOR

### I. INTRODUCTION

- A. The Board of Directors acts collectively and exercises its powers and responsibilities as a group. No individual Director has the power to act on his or her own.
- B. As a member of the Board of Directors (the “**Board**”), each Director will fulfill the legal requirements and obligations of a Director, which include the responsibilities
  - i. to act honestly and in good faith with a view towards the best interests of BCLC; and
  - ii. to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
- C. These terms of reference set out the standards of performance that the Board expects of each of its directors 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 with the mandates of those committees.

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**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.

**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 and/or Management;
- 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; contribute meaningfully and knowledgeably to Board discussions;

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- ii. be a team player and work effectively with fellow Directors; be a positive and constructive force within the Board;
- iii. actively listens and communicates with other Directors and Management in a thoughtful, respectful and constructive way, which considers the views of others;
- iv. be willing to take a stand or express a view, even if it runs contrary to prevailing wisdom or the direction of conversation; exercise independent judgment;
- v. interact appropriately with the leadership and management of BCLC; and
- vi. advise the CEO and/or Chair when planning to introduce significant and previously unknown information or material at a Board meeting.

### **E. Strategies and Plans**

As a member of the Board, each Director shall:

- i. demonstrate a comprehensive understanding of BCLC's strategic direction and annual plans; including an understanding of BCLC's principal risks; 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, markets, operations and technology;
- ii. appreciate and understand the financial implications of decisions and financial reporting requirements, performance measures and related 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. maintain a familiarity and knowledge of the key Officers and

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management group and other high potential senior employees;  
and

- v. remain knowledgeable about BCLC's facilities and visit them when appropriate.