



**Minutes of the Meeting of the Board of Directors
held at 8:00 am (PT) 23 April 2019**

Location: Boardroom – BCLC, 2940 Virtual Way, Vancouver, BC

Board Present:

Peter Kappel, Chair
Joan Axford
Hilary Cassady
Fiona Chan
Lisa Ethans

Dusty Kelly
Mario Lee
Gregory Moore
Coro Strandberg

Management Present:

Jim Lightbody President and Chief Executive Officer

Guest:

s 14

Peter Kappel took the Chair at 8:00 am and acted as recording secretary. As proper notice of the meeting had been given and a quorum was present, the Chair declared the meeting to be regularly constituted and open for the transaction of business at 8:01 am. The meeting adjourned at 9:30 am to allow for planned orientation. The meeting resumed at 2:01 pm.

1 ADOPTION OF AGENDA

On motion duly made and carried, the agenda was adopted.

2 IN CAMERA SESSION

2.1 s 14, s 22

s 14, s 22

adjourned and continued, without s 14 after a planned orientation session.

The meeting

The Board had further discussion on various matters.

3 NEXT MEETING

No additional meeting dates were set outside the normal Board calendar.

The next meeting is scheduled for 15 May 2019 in Kamloops.

There being no further business, the meeting was terminated at 3:00 pm.

s 22

Chair



**Minutes of the Meeting of the Board of Directors
held at 4:00 pm (PT) 2 May 2019**

Location: Via Conference Call

Board Present:

Peter Kappel Chair
Joan Axford
Hilary Cassady
Fiona Chan
Lisa Ethans
Mario Lee
Gregory Moore
Coro Strandberg

Board Not Present:

Dusty Kelly

Peter Kappel took the Chair at 4:00 pm and acted as recording secretary. As proper notice of the meeting had been given and a quorum was present, the Chair declared the meeting to be regularly constituted and open for the transaction of business at 4:01 pm.

1 ADOPTION OF AGENDA

On motion duly made and carried, the agenda was adopted.

2 IN CAMERA SESSION

2.1 Update Related to s 22

The Board was provided an update on developments relating to s 22

The Board discussed the matter and felt that appropriate measures were being taken.

3 NEXT MEETING

No additional meeting dates were set outside the normal Board calendar.

The next meeting is scheduled for 15 May 2019 in Kamloops.

There being no further business, the meeting was terminated at 5:20 pm.

s 22

Chair



BOARD OF DIRECTORS MEETING

11:00 am (PT) Wednesday 15 May 2019
Presentation Room – BCLC, 74 West Seymour Street
Kamloops, BC V2C 1E2

AGENDA

1. ADOPTION OF AGENDA

1.1. *In camera* Session[Directors – 30 mins] Discussion

2. APPROVAL OF MINUTES

2.1. 14, 16, 23 January & 19 March 2019

3. REPORT BY CHAIR

Verbal

4. REPORT BY PRESIDENT

Verbal

5. COMMITTEE REPORTS

5.1. Audit[J. Axford – 5 mins] Discussion
5.2. Governance & CSR[M. Lee – 5 mins] Discussion
5.3. Human Resources & Compensation[H. Cassady – 5 mins] Discussion
5.4. Risk[G. Moore – 5 mins] Discussion

6. BOARD EDUCATION

6.1. Corporate Social Responsibility (**ITEM TO BE DEFERRED**).....[M. Bohm – 60 mins] Discussion
6.2. LottoMax 2.0[K. Gass – 15 mins] Discussion

7. CORPORATE OPERATIONS – PART 1

7.1. Management Reports Information Only
 7.1.1. Finance & Corporate Services
 7.1.2. Casino & Community Gaming
 7.1.3. Lottery Gaming
 7.1.4. Digital & Enterprise Services
 7.1.5. Business Technology
 7.1.6. Social Responsibility & Communications
 7.1.7. Human Resources
 7.1.8. Legal, Compliance, Security
7.2. Q4 Dashboard.....[M. Bohm – 10 mins] Discussion

8. CORPORATE APPROVALS

8.1. Audited Consolidated Financial Statements.....[A. Hobson – 15 mins] Approval
8.2. B.C. Lottotech Financial Statements (Unaudited)[A. Hobson – 15 mins] Approval
8.3. Pension Plan Audited Financial Statements[A. Hobson – 10 mins] Approval
8.4. Actuarial Valuation for Post-Retirement Benefit Obligation[A. Hobson – 10 mins] Approval
8.5. Annual Service Plan Report.....[A. Hobson – 15 mins] Approval
8.6. Preliminary Projections[A. Hobson - 15 mins] Approval
8.7. Compensation Philosophy & Plan[J. Callahan – 10 mins] Approval
8.8. Executive/Management Incentive Holdback Plan Payout[J. Callahan – 10 mins] Approval
8.9. B.C. Lottotech Annual Documentation.....[J. Keim – 5 mins] Approval
8.10. Contract Extension (OpenBet).....[M. Bohm – 10 mins] Approval
8.11. Delegation of Rule Making.....[R. Fenster – 15 mins] Approval
8.12. Game Conditions Delegation (if required)[R. Fenster – 5 mins] Approval

9. CORPORATE OPERATIONS – PART 2

9.1. Media Relations Update	[M. Bohm – 10 mins]	Discussion
9.2. Reporting to Government	[J. Lightbody – 10 mins]	Discussion
9.3. Q4 ERM Report		Information Only

10. OTHER BUSINESS

10.1. <i>In camera</i> Session	[45 mins]	Discussion
10.1.1. CEO		
10.1.1.1. CEO SOEBC Declaration Form & Outside Commitments		
10.1.1.2. CEO Performance Evaluation		
10.1.1.3. CEO Compensation (including CEO Incentive Holdback Plan Payout)		
10.1.2. CEO & VP, Human Resources – Organizational Structure Review		
10.1.3. Board		

11. NEXT MEETING

11.1. Thursday 25 July 2019 – Kamloops	
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**Minutes of the Meeting of the Board of Directors
held at 3:00 pm (PT) 14 May 2019**

Location: Presentation Room – BCLC, 74 West Seymour Street, Kamloops, BC

Board Present:

Peter Kappel	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Dusty Kelly	(via teleconference for items 1-7.2 and 10.1.2)
Mario Lee	
Gregory Moore	
Coro Strandberg	(via teleconference for item 10.1.2, in person for all other items)

Management Present:

Jim Lightbody	President and Chief Executive Officer
Amanda Hobson	Chief Financial Officer and Vice President, Finance and Corporate Services (for items 2-8.6)
Monica Bohm	Vice President, Digital and Enterprise Services (for items 2-9.1)
Jamie Callahan	Vice President, Human Resources
Patrick Davis	Chief Information Officer and Vice President, Business Technology (for items 2-7.2)
Brad Desmarais	Vice President, Casino and Community Gaming (for items 2-7.2)
Kevin Gass	Vice President, Lottery Gaming (for items 2-7.2)
Rob Kroeker	Chief Compliance Officer and Vice President, Legal, Compliance, Security (for items 2-7.2)
Cameron Adams	Director, eGaming and Digital Experience (for items 2-7.2 and 8.10)
Richard Fenster	Director, Corporate Strategy (item 8.11 only)
Emily McDonald	Senior Manager, Draw Games and Winners (item 6.2 only)
Jennifer Keim	Corporate Secretary
Jennifer Smith	Associate Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

Observers & Guests:

s 22 The Pontrefract Group (for item 10.1.2 only)

Peter Kappel took the Chair at 3:10 pm on May 14, 2019 with Jennifer Keim acting as recording secretary. As proper notice of the meeting had been given and a quorum was present, the Chair declared the meeting to be regularly constituted and open for the transaction of business at 3:10 pm. The meeting recessed at 4:05 pm until the following day. At 11:10 am on May 15, 2019, with a quorum present, the Chair reconvened the meeting.

1 ADOPTION OF AGENDA

The Board went *in camera* from 11:05 am until 11:25 am.

On motion duly made and carried, the agenda was adopted.

2 APPROVAL OF MINUTES

The minutes of the 14 January 2019 meeting were presented.

On motion duly made and carried, the minutes of the meeting were approved.

The minutes of the 16 January 2019 meeting were presented.

On motion duly made and carried, the minutes of the meeting were approved.

The minutes of the 23 January 2019 meeting were presented.

On motion duly made and carried, the minutes of the meeting were approved.

The minutes of the 19 March 2019 meeting were presented.

On motion duly made and carried, the minutes of the meeting were approved.

3 REPORT BY CHAIR

The Chair reported on the current issues facing the Corporation.

4 REPORT BY PRESIDENT

Jim Lightbody highlighted the resilience of the Corporation's employees and commented on the financial results from the past fiscal year.

5 COMMITTEE REPORTS

5.1 Audit Committee

Discussion

Joan Axford delivered the Audit Committee report, noting the positive results from KPMG LLP's review of the Corporation's anti-money laundering program.

5.2 Governance and Corporate Social Responsibility Committee

Discussion

Mario Lee delivered the Governance and Corporate Social Responsibility Committee report. He commented on the process underway to conduct a review of the Corporation's governance structure with the assistance of an external advisor.

5.3 Human Resources and Compensation Committee

Discussion

Hilary Cassady delivered the Human Resources and Compensation Committee report, highlighting ongoing work to complete the Respectful Workplace policy and procedures.

5.4 Risk Committee

Discussion

Greg Moore delivered the Risk Committee report, noting that the Committee had deferred a presentation on IT Disaster Recovery to a later date.

6 BOARD EDUCATION

6.1 Corporate Social Responsibility

This item was deferred to a future date.

6.2 Lotto Max 2.0

Emily McDonald presented highlights from the recent launch of the new version of Lotto Max, which features draws on Tuesday and Friday each week and higher potential jackpots. Discussion followed.

7 CORPORATE OPERATIONS – PART 1

7.1 Management Reports

Information Only

The Chair invited questions on the Management Reports.

7.1.1 Finance & Corporate Services

No questions arose.

7.1.2 Casino & Community Gaming

Brad Desmarais reported on the current revenue trends at gaming facilities.

The Board and Management discussed the recent Parq refinancing.

7.1.3 Lottery Gaming

No questions arose.

7.1.4 Digital & Enterprise Services

Monica Bohm highlighted upcoming initiatives, including a s 17(1)(c)
Discussion followed.

7.1.5 Business Technology

No questions arose.

7.1.6 Social Responsibility & Communications

No questions arose.

7.1.7 Human Resources

No questions arose.

7.1.8 Legal, Compliance, Security

Rob Kroeker provided an overview of the Corporation's risk monitoring measures.
Discussion followed.

7.2 Q4 Dashboard

Discussion

Monica Bohm presented the Q4 Dashboard, highlighted the ongoing management of media issues and invited questions. Discussion followed.

8 CORPORATE APPROVALS

8.1 Audited Consolidated Financial Statements

Approval

Amanda Hobson presented the Audited Consolidated Financial Statements and invited questions. Discussion followed on the subject of KPMG LLP's recommendations regarding, and Management's response to, identified control deficiencies.

On motion duly made and carried, the following resolution was adopted:

WHEREAS the Board has reviewed the Corporation's audited consolidated financial statements for the fiscal year ending March 31, 2019;

AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the foregoing;

NOW THEREFORE be it resolved that:

- 1. The Corporation's audited consolidated financial statements for the fiscal year ending March 31, 2019, as presented to the Board, are hereby approved;*

2. *Any two directors of the Board are hereby authorized on behalf of the Corporation to sign the Corporation's audited consolidated financial statements for the fiscal year ending March 31, 2019; and*
3. *Subject to the foregoing, any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such other documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

8.2 B.C. Lottotech Financial Statements (Unaudited)

Approval

Amanda Hobson presented the B.C. Lottotech Financial Statements and invited questions.

On motion duly made and carried, the following resolution was adopted:

WHEREAS the Board has reviewed the unaudited financial statements of B.C. Lottotech International Inc. for the fiscal year ending March 31, 2019;

AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the foregoing;

NOW THEREFORE be it resolved that:

1. *The unaudited financial statements of B.C. Lottotech International Inc. for the fiscal year ending March 31, 2019, as presented to the Board, are hereby approved; and*
2. *Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

8.3 Pension Plan Audited Financial Statements

Approval

Amanda Hobson presented the Pension Plan Audited Financial Statements and invited questions.

On motion duly made and carried, the following resolution was adopted:

WHEREAS the Board has reviewed the British Columbia Lottery Corporation Pension Plan audited financial statements for the twelve months ending December 31, 2018;

AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the foregoing;

NOW THEREFORE be it resolved that:

1. *The British Columbia Lottery Corporation Pension Plan audited financial statements for the twelve months ending December 31, 2018, as presented to the Board, are hereby approved;*
2. *Any two directors of the Board are hereby authorized on behalf of the Corporation to sign the British Columbia Lottery Corporation Pension Plan audited financial statements for the twelve months ending December 31, 2018; and*
3. *Subject to the foregoing, any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such other documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

8.4 Actuarial Valuation for Post-Retirement Benefit Obligation

Approval

Amanda Hobson presented the report and invited questions. Discussion followed.

On motion duly made and carried, the following resolution was adopted:

WHEREAS the Board has reviewed the Actuarial Valuation for Pension and Benefit Plans of the Corporation for the fiscal year ending March 31, 2019 (the "Actuarial Valuation");

AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the Actuarial Valuation;

NOW THEREFORE be it resolved that:

1. *The Actuarial Valuation is hereby approved; and*
2. *Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

8.5 Annual Service Plan Report

Approval

Amanda Hobson presented the report and discussion followed.

On motion duly made and carried, the following resolution was adopted:

WHEREAS the Board has reviewed the annual service plan report for the fiscal year ending March 31, 2019;

AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the foregoing;

NOW THEREFORE be it resolved that:

1. *The annual service plan report for the fiscal year ending March 31, 2019, substantially in the form presented to the Board, together with such changes as may be approved by the Chair of the Board, is hereby approved.*
2. *Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

8.6 Preliminary Projections

Approval

Amanda Hobson presented the Preliminary Projections and invited questions. Discussion followed.

On motion duly made and carried, the following resolution was adopted:

WHEREAS the Board has reviewed the Corporation's projections for fiscal years 2020/21-2023/24 (the "Preliminary Projections");

AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the foregoing;

NOW THEREFORE be it resolved that:

1. *The Preliminary Projections are hereby approved; and*
2. *Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

8.7 Compensation Philosophy & Plan

Approval

Jamie Callahan presented the report and invited questions. Discussion followed.

On motion duly made and carried, the following resolution was adopted:

WHEREAS the Board has reviewed the amended Compensation Philosophy and Plan;

AND WHEREAS the Board has received a recommendation from the Human Resources and Compensation Committee to approve the amended Compensation Philosophy and Plan;

NOW THEREFORE be it resolved that:

1. *The amended Compensation Philosophy and Plan is hereby approved; and*
2. *Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

8.8 Executive Management Incentive Holdback Plan Payout

Approval

Jamie Callahan presented the report and responded to questions from the Board.

On motion duly made and carried, the following resolution was adopted:

WHEREAS the Board has reviewed the corporate goal achievement and estimated overall average individual goal achievement for the fiscal year ended March 31, 2019;

AND WHEREAS the Board has received a recommendation from the Human Resources and Compensation Committee to approve the Executive/Management incentive holdback plan payout for the fiscal year ended March 31, 2019, estimated at \$1.7 million (the "Holdback Payout");

NOW THEREFORE be it resolved that:

1. *The Holdback Payout is hereby approved; and*
2. *Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

8.9 B.C. Lottotech Annual Documentation

Approval

The B.C. Lottotech International Inc. annual documentation was circulated for signature.

8.10 Contract Extension (OpenBet)

Approval

Cameron Adams presented the report, providing background on BCLC's relationship with OpenBet and responding to questions regarding key contract terms. Greg Moore confirmed that the Risk Committee had reviewed and recommended approving the contract extension. Discussion followed.

On motion duly made and carried, the following resolution was adopted:

WHEREAS the Corporation entered into a contract with Openbet Technologies Limited in 2015;

WHEREAS the Corporation proposes to enter into an Amendment and Extended contract (the "Agreement") between the Corporation and Openbet Technologies Limited;

AND WHEREAS the Board has reviewed the Agreement;

AND WHEREAS the Board has received a recommendation from Management to approve the Agreement;

NOW THEREFORE be it resolved that:

1. *The Agreement, as presented to the Board, be and is hereby approved;*
2. *The Corporation be and is hereby authorized to enter into, and to perform its obligations under, the Agreement; and*
3. *Any officer or director be and is hereby authorized on behalf of the Corporation to execute and deliver the Agreement and all such other documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

8.11 Delegation of Rule Making

Approval

Management and the Board discussed BCLC's approach to rule-making and delegation of authority, as well as the scope of the specific proposed delegation.

On motion duly made and carried, the following resolution was adopted:

WHEREAS, pursuant to the Bylaws, the Directors of British Columbia Lottery Corporation (the "Corporation") wish to delegate the power, authority, and discretion vested in or exercisable by the Directors to set and make rules pursuant to Sections 7(1)(g), 8(1)(c) and 8(1)(d) of the Gaming Control Act (British Columbia);

NOW THEREFORE be it resolved that:

- 1. The Directors of the Corporation hereby delegate to both the President and Chief Executive Officer alone and, in the alternative, to any two Vice Presidents, the power, authority, and discretion vested in or exercisable by the Directors of the Corporation to:*
 - a. set rules of play for lottery schemes or any class of lottery schemes that the Corporation is authorized to conduct, manage or operate;*
 - b. make rules governing the manner of selecting prize winners under a lottery scheme or any class of lottery schemes conducted and managed by the Corporation; and*
 - c. make rules imposing conditions and establishing qualifications for entitlement to prizes in a lottery scheme or any class of lottery schemes conducted and managed by the Corporation;*
- 2. The signature of the President and Chief Executive Officer, or the signatures of any two Vice Presidents, on any such rules will be conclusive evidence that the rules are authorized by this resolution;*
- 3. The President and Chief Executive Officer, or any two Vice Presidents, are hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution; and*
- 4. The President and Chief Executive Officer is hereby directed to annually report to the Directors of the Corporation regarding the exercise of the power, authority and discretion delegated hereunder.*

8.12 Game Conditions Delegation (if required)

Approval

The Board determined that this item was not required.

9 CORPORATE OPERATIONS – PART 2

9.1 Media Relations Update

Discussion

Monica Bohm provided a media relations update. Discussion followed regarding management of BCLC's response to the recently announced Commission of Inquiry into Money Laundering in British Columbia.

9.2 Reporting to Government

Discussion

Jim Lightbody presented the report and invited questions.

9.3 Q4 ERM Report

Information Only

No questions arose.

10 OTHER BUSINESS

10.1 *In camera* Session

Discussion

10.1.1 CEO

10.1.1.1 CEO SOEBC Declaration Form & Outside Commitments

10.1.1.2 CEO Performance Evaluation

10.1.1.3 CEO Compensation (including CEO Incentive Holdback Plan Payout)

10.1.2 CEO & VP, Human Resources – Organizational Structure Review

10.1.3 Board

The Board went *in camera* for item 10.1.2 on May 14, 2019 from 3:10 pm to 4:08 pm.

The Board went *in camera* for all other items on May 15, 2019 from 3:05 pm to 4:30 pm.

On motion duly made and carried, the following resolution was adopted during the *in camera* session:

WHEREAS the Board has reviewed the corporate goal achievement for the fiscal year ended March 31, 2019;

AND WHEREAS the Board has reviewed the Human Resources and Compensation Committee's assessment of the performance of the President and Chief Executive Officer ("CEO") against approved annual goals and objectives for the fiscal year ended March 31, 2019;

AND WHEREAS the Board has received a recommendation from the Human Resources and Compensation Committee to approve the CEO's incentive holdback plan payout for the fiscal year ended March 31, 2019;

NOW THEREFORE be it resolved that:

1. *The CEO's incentive holdback plan payout for the fiscal year ended March 31, 2019 is hereby approved; and*
2. *Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such other documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

11 NEXT MEETING

There being no further business, the meeting was terminated at 4:30 pm.

The next meeting is scheduled for 17 June 2019 in Vancouver.

s 22

Chair



BOARD OF DIRECTORS MEETING

12:30 pm (PT) Monday 17 June 2019
Boardroom – BCLC, 2940 Virtual Way
Vancouver, BC V5M 0A6

AGENDA

1. ADOPTION OF AGENDA

2. CORPORATE APPROVALS

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| 2.1. Officer Appointments | [J. Callahan – 10 mins] | Approval |
| 2.1.1. Interim VP, Digital & Enterprise Services | | |
| 2.1.2. Interim CFO | | |

3. CORPORATE OPERATIONS

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| 3.1. Update on Finance Division Review | [J. Callahan – 10 mins] | Discussion |
| 3.2. Casino System Update | [J. Lightbody – 10 mins] | Discussion |
| 3.3. Pension Committee Attendance | [P. Kappel – 15 mins] | Discussion |
| 3.4. Board/Committee Action Item List | [P. Kappel – 10 mins] | Discussion |

4. OTHER BUSINESS

- | | | |
|-----------------------------------|----------------------------|------------|
| 4.1. Board Liability Update | [Scott Sweatman – 60 mins] | Discussion |
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5. IN CAMERA

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|--|------------|------------|
| 5.1. <i>In camera</i> Sessions | [120 mins] | Discussion |
| 5.1.1. Update on Corporate Re-organization | | |
| 5.1.2. Update on Corporate Secretary Role | | |
| 5.1.3. Board Only | | |

6. NEXT MEETING

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| 6.1. Thursday 25 July 2019 – Kamloops | | |
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Minutes of the Meeting of the Board of Directors held at 12:30 pm (PT) 17 June 2019

Location: Boardroom – BCLC, 2940 Virtual Way, Vancouver, BC

Board Present:

Peter Kappel	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Mario Lee	
Gregory Moore	
Coro Strandberg	

Board Not Present:

Dusty Kelly

Management Present:

Jim Lightbody	President and Chief Executive Officer (Items 3.1-3.4, 5.1.1, 5.1.2)
Jamie Callahan	Vice President, Human Resources (Items 3.1-3.4, 5.1.1, 5.1.2)
Jennifer Smith	Associate Corporate Secretary

Observers & Guests:

s 22	The Pontefract Group (Item 5.1.1 only)
s 22	Dentons LLP (Item 4.1 only)

Peter Kappel took the Chair at 12:40 pm with Jennifer Smith acting as recording secretary. As proper notice of the meeting had been given and a quorum was present, the Chair declared the meeting to be regularly constituted and open for the transaction of business at 12:40 pm.

1 ADOPTION OF AGENDA

On motion duly made and carried, the agenda was adopted.

2 CORPORATE APPROVALS

2.1 Officer Appointments

Approval

2.1.1 Interim VP, Digital & Enterprise Services

Jim Lightbody previously provided information regarding Tom Kay's professional background. In addition, the Board has introduced themselves and welcomed Mr. Kay to BCLC.

On motion duly made and carried, the following resolution was adopted:

WHEREAS s 22

RESOLVED that, effective June 1, 2019, Cameron Adams, Interim Vice President, Digital and Enterprise Services, is appointed an officer of the Corporation for fiscal year 2019-2020 or until his successor is appointed.

2.1.2 Interim CFO

On motion duly made and carried, the following resolution was adopted:

WHEREAS s 22

RESOLVED that, effective June 28, 2019, Thomas Kay, Interim Chief Financial Officer and Vice President, Finance and Corporate Services, is appointed an officer of the Corporation for fiscal year 2019-2020 or until his successor is appointed.

3 CORPORATE OPERATIONS

3.1 Update on Finance Division Review

Discussion

Jamie Callahan briefed the Board on an upcoming engagement to have Deloitte review BCLC's corporate finance function to determine if the correct personnel, systems and processes are in place. Benchmarking is underway and a kick-off meeting has taken place. The review will consider challenges and opportunities, conducting workshops with relevant stakeholders. Deloitte is expected to deliver recommendations and a directional roadmap.

The Board and Management discussed the scope of the engagement including consideration of intersection with other departments, consultation with the external auditor, and agile processes.

Jamie Callahan will provide an update on the engagement at the July Board meeting.

3.2 Casino System Update

Discussion

Jim Lightbody reported on BCLC's account-based gaming initiative. One component of the initiative is to implement a new anti-money laundering technology solution. BCLC expects to issue a RFP for this system shortly.

Discussion followed regarding industry standard practices and the challenges of anonymous play.

3.3 Pension Committee Attendance

Discussion

The Board discussed the role of the Board with the Pension Committee.

This matter will be discussed further at the July Board meeting.

3.4 Board/Committee Action Item List

Discussion

Peter Kappel introduced this item and invited comments from the Board.

The mechanism for distribution of the list was discussed. The Board directed that the full list, with all open and resolved items, be posted on s 15(1) with an update made after each Committee and Board meeting. In addition, the most current list of open items, and items resolved since the last meeting, is to be posted with each Board and Committee package.

4 OTHER BUSINESS

4.1 Board Liability Update

Discussion

s 22 provided the Board with an overview of the duties and liabilities of Directors. The discussion focused on the pension context, including the *Pension Benefits Standards Act* and its regulations, the Canadian Association of Pension Supervisory Authorities (CAPSA) Guideline No. 4: Pension Plan Governance Guideline, and the dual capacity role of directors in a company that administers a pension plan.

Director insurance and indemnities were discussed.

s 22 responded to questions from the Board.

5 IN CAMERA

5.1 *In camera* Sessions

Discussion

5.1.1 Update on Corporate Re-organization

The Board went *in camera* with the CEO, VP, HR and s 22 to 2:32 pm.

from 2:00 pm

5.1.2 Update on Corporate Secretary Role

The Board went *in camera* with the CEO and VP, HR from 1:35 pm to 1:52 pm.

5.1.3 Board Only

The Board went *in camera* from 4:25 pm to 4:45 pm.

6 NEXT MEETING

There being no further business, the meeting was terminated at 4:45 pm.

The next meeting is scheduled for 25 July 2019 in Kamloops.

s 22

Chair