



**Minutes of the Special Meeting of the Board of Directors  
held at 3:00 pm (PT) 6 October 2019**

Location: Via Conference Call

Board Present:

Peter Kappel                      Chair  
Joan Axford  
Fiona Chan (in part)  
Lisa Ethans  
Dusty Kelly  
Mario Lee  
Coro Strandberg

Board Regrets:

Hilary Cassady

Management Present:

Greg Moore                      President & Chief Executive Officer  
Christine Carter                Corporate Secretary

Peter Kappel took the Chair at 3:00 pm with Christine Carter acting as recording secretary. As notice of the meeting had been given and a quorum became present after overcoming some technical difficulties, the Chair declared the meeting to be properly constituted and open for the transaction of business at 3:23 pm.

**1. DISCUSSION OF AGENDA**

The Chair explained the purpose of the meeting and reviewed a list of agenda items for discussion. The Board members had no questions.

**2. OTHER BUSINESS**

**2.1. *In camera* Session**

The Board went *in camera* with the President & CEO and the Corporate Secretary from 3:25 pm to 4:20 pm to discuss various matters. Fiona Chan left the meeting at 3:47 pm. Following a fulsome discussion, the Board members unanimously decided to s 14

**3. NEXT MEETING**

There being no further business, the meeting adjourned at 4:20 pm.

The next meeting is scheduled for 24 October 2019 in Vancouver.

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Chair



## **BOARD OF DIRECTORS MEETING**

10:00 am (PT) 24 October 2019  
Boardroom – BCLC, 2940 Virtual Way  
Vancouver, BC V5M 0A6

### **AGENDA**

#### **1. ADOPTION OF AGENDA**

1.1. *In camera* Session re: Agenda & Action Items .....[Directors – 10 mins – 10:00] Discussion

#### **2. APPROVAL OF MINUTES**

2.1. 16 September 2019

2.2. 6 October 2019

**3. REPORT BY CHAIR** ..... [P. Kappel – 10 min – 10:10] Verbal

#### **4. REPORTS BY PRESIDENT & MANAGEMENT**

4.1. President's Report ..... [G. Moore – 60 min – 10:20] Verbal

4.1.1. Strategic Plan ..... Approval

4.2. Management Reports ..... Information Only

4.2.1. Finance & Corporate Services

4.2.2. Casino & Community Gaming

4.2.3. Lottery Gaming

4.2.4. Digital & Enterprise Services

4.2.5. Business Technology

4.2.6. Social Responsibility & Communications

4.2.7. Human Resources

4.2.8. Legal, Compliance, Security

4.3. Q2 Dashboard..... [C. Adams – 10 mins – 11:20] Discussion

#### **5. COMMITTEE REPORTS**

5.1. Audit..... [J. Axford – 5 mins – 11:30] Discussion

5.2. Governance & CSR ..... [M. Lee – 5 mins – 11:35] Discussion

5.3. Human Resources & Compensation .....[H. Cassady – 5 mins – 11:40] Discussion

5.4. Risk ..... [L.Ethans – 5 mins – 11:45] Discussion

#### **6. BOARD EDUCATION**

6.1. Vendor Performance Management.....[K.Bolen – 30 mins – 11:50] Information Only

#### **7. CORPORATE APPROVALS**

7.1. Q2 Financial Statements .....[T. Kay – 10 mins – 12:20] Approval

7.2. Q2 Revised Forecast & Projections.....[T. Kay – 10 mins – 12:30] Approval

7.3. Pension Plan Governance Documents.....[T. Kay – 10 mins – 12:40] Approval

7.4. Pension Plan Text Amendments .....[T.Kay – 10 mins – 12:50] Approval

7.5. Compensation Philosophy & Plan .....[S. Austin – 10 mins – 1:00] Approval

7.6. Compensation Review & Salary Planning (Merit Increase).....[S. Austin – 5 mins – 1:10] Approval

7.7. Respectful Workplace Policy .....[C. Innes – 5 mins – 1:15] Approval

7.8. LVI Contract Extension ..... [P. Davis/C. James – 10 mins – 1:20] Approval

#### **8. CORPORATE OPERATIONS**

8.1. Reporting to Government ..... [G. Moore – 5 mins – 1:30] Discussion

8.1.1.Mandate Letter .....[P. Kappel – 5 mins – 1:35] Discussion

8.2. Q2 ERM Report ..... [B. Desmarais] Information Only

## 9. OTHER BUSINESS

- |   |   |                 |
|---|---|-----------------|
| 9.1. Governance Initiatives .....               | [C. Carter – 10 mins – 1:40]            | Approval        |
| 9.2. <i>In camera</i> Session                   |   |                 |
| 9.2.1. CEO                                      |   |                 |
| 9.2.1.1. Interim CEO – Goals & Objectives ..... | [G. Moore - 10 min – 1:50]              | Approval        |
| 9.2.1.2. CEO Succession Plan .....              |   | Deferred to Jan |
| 9.2.2. Senior Manager, Risk Advisory Services   |   |                 |
| 9.2.2.1. Deloitte Report .....                  | [J. Barbosa / Deloitte – 90 min – 2:05] | Discussion      |
| 9.2.3. Board .....                              | [Directors – 15 min – 3:35]             | Discussion      |
| 9.2.3.1. Whistleblower Report .....             | [M. Lee – 10 min – 3:50]                | Discussion      |

## 10. NEXT MEETING

- 10.1. 4 December 2019 – Vancouver



## **Minutes of the Meeting of the Board of Directors held at 10:00 am (PT) 24 October 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	
Coro Strandberg	

Management Present:

Greg Moore	Interim President and Chief Executive Officer
Thomas Kay	Chief Financial Officer and Vice President, Finance and Corporate Services
Cameron Adams	Interim Vice President, Digital and Enterprise Services
Patrick Davis	Chief Information Officer and Vice President, Business Technology
Brad Desmarais	Vice President, Casino and Community Gaming and Interim Chief Compliance Officer and Vice President, Legal, Compliance, Security
Kevin Gass	Vice President, Lottery Gaming
Richard Fenster	Director, Corporate Strategy (Item 4.1.1.)
Keith Bolen	Director, Corporate Procurement (Item 6.1)
Sandy Austin	Director, Talent Acquisition & Total Rewards (Items 7.5 & 7.6)
Christy Innes	Director, Talent Management (Item 7.7)
Craig James	Director, Lottery Sales & Operations (Item 7.8)
Jennifer Barbosa	Senior Manager, Risk Advisory Services (Item 9.2.2.1)
Jennifer Smith	Senior Legal Counsel
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

Guests:

s 22 Enterprise Risk, Deloitte (Item 9.2.2.1).

Peter Kappel took the Chair at 10:05 am with Christine Carter 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 10:05 am.

### **9. OTHER BUSINESS**

#### **9.2. *In camera* session**

##### **9.2.2. Senior Manager, Risk Advisory Services**

###### **9.2.2.1 Deloitte Report**

The Board went *in camera* with the Interim President and CEO; Senior Manager, Risk Advisory Services; and Partner, Enterprise Risk, Deloitte from 10:05 am to 11:45 am.

The Interim President and CEO left the meeting at 11:45 am. The Board went in camera with the Senior Manager, Risk Advisory Services; and Partner, Enterprise Risk, Deloitte from 11:45 am to 12:05 pm.

The Senior Manager, Risk Advisory Services; and Partner, Enterprise Risk, Deloitte left the meeting at 12:05 pm. The Board completed their *in camera* session from 12:05 to 12:10 pm.

## **6. BOARD EDUCATION**

### **6.1 Vendor Performance Management**

Greg Moore, Brad Desmarais, Keith Bolen, Kevin Gass, Tom Kay, Pat Davis, Cameron Adams, Jennifer Smith and Suzanne Rowley joined the meeting. Keith Bolen provided a presentation on Vendor Performance Management.

## **1 ADOPTION OF AGENDA**

### **1.1 *In camera* Session re: Agenda & Action Items**

An *in camera* session was not required for the Agenda and Action Items for this meeting. On motion duly made and carried, the agenda was adopted.

## **2 APPROVAL OF MINUTES**

The minutes of the 16 September 2019 and 6 October 2019 meetings were presented. On motion duly made and carried, the minutes of the meetings were approved.

## **3 REPORT BY CHAIR**

The Chair provided an update on the Board reappointment process and commented on potential new upcoming vacancies on the Board.

## **4 REPORTS BY PRESIDENT AND MANAGEMENT**

### **4.1 President's Report**

**Verbal**

#### **4.1.1 Strategic Plan**

Richard Fenster joined the meeting. Greg Moore presented the revised Strategic Plan, outlining the revisions which included an addition to the Mission statement. The Chair invited comments from the Board on the revised Strategic Plan. A discussion ensued regarding the performance measures and communications strategy.

Board members requested an amendment to the title of the document from "Strategic Plan" to "Strategic Vision".

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

*WHEREAS the Board has reviewed the strategic vision;*

*AND WHEREAS the Board has received a recommendation from Management to approve the strategic vision;*

*NOW THEREFORE be it resolved that:*

- 1. The strategic vision 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.*



Greg Moore provided a presentation which outlined a potential future player's experience under the new strategic vision, as well as some aspects of the implementation plan. A discussion ensued regarding the possible impact to existing players, as well as data protection.

Board members suggested other elements of the implementation plan to consider, such as marketing strategy. They also requested that the full implementation plan be brought to the Board at the next quarterly meeting in January.

Richard Fenster left the meeting.

<b>4.2</b>	<b>Management Reports</b>	<b>Information Only</b>
<b>4.2.1</b>	<b>Finance &amp; Corporate Services</b>	
<b>4.2.2</b>	<b>Casino &amp; Community Gaming</b>	
<b>4.2.3</b>	<b>Lottery Gaming</b>	
<b>4.2.4</b>	<b>Digital &amp; Enterprise Services</b>	
<b>4.2.5</b>	<b>Business Technology</b>	
<b>4.2.6</b>	<b>Social Responsibility &amp; Communications</b>	
<b>4.2.7</b>	<b>Human Resources</b>	
<b>4.2.8</b>	<b>Legal, Compliance, Security</b>	

The Board Chair noted that the management reports were presented for information only and asked the Executives if they had anything that they wanted to highlight. Brad Desmarais discussed the challenges and opportunities outlined in the Casino & Community Gaming report.

Greg Moore provided a brief update on Executive Recruitment and the public inquiry. The Board members requested a quick debrief on the s 17(1) opportunity and Cameron Adams provided it.

<b>4.3</b>	<b>Q2 Dashboard</b>	<b>Discussion</b>
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Cameron Adams noted the trend information contained in the Dashboard. Board members queried whether the Dashboard would change with the new corporate strategy and Cameron Adams confirmed.

## **5 COMMITTEE REPORTS**

<b>5.1</b>	<b>Audit Committee</b>	<b>Discussion</b>
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Joan Axford delivered the Audit Committee report.

<b>5.2</b>	<b>Governance and Corporate Social Responsibility Committee</b>	<b>Discussion</b>
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Mario Lee delivered the Governance and Corporate Social Responsibility Committee report.

<b>5.3</b>	<b>Human Resources and Compensation Committee</b>	<b>Discussion</b>
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Hilary Cassady delivered the Human Resources and Compensation Committee report, noting that the Committee received an update on Executive Recruitment as well. She also noted that the engagement survey would be discussed at the December meeting.

<b>5.4</b>	<b>Risk Committee</b>	<b>Discussion</b>
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Lisa Ethans delivered the Risk Committee report, noting that the LVI contract extension that was being brought forward to the Board had been discussed at the Risk Committee meeting.

## 7. CORPORATE APPROVALS

### 7.1 Q2 Financial Statements

### Approval

The Board Chair asked Tom Kay to speak to both the Q2 Financial Statements and the Q2 Revised Forecast & Projections. Tom Kay noted that there had been no significant changes in the financial statements since the previous quarter. There were no questions from the Board members.

Tom Kay provided highlights from the Q2 Revised Forecast & Projections, noting that the projections were  
s 17(1) i. A request from the Treasury Board was also discussed.

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

*WHEREAS the Board has reviewed the financial statements for the second quarter of fiscal year 2019/2020;*

*AND WHEREAS the Board has received a recommendation from the Audit Committee to approve such statements;*

*NOW THEREFORE be it resolved that:*

- 1. The financial statements for the second quarter of fiscal year 2019/2020 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.*

### 7.2 Q2 Revised Forecast & Projections

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

*WHEREAS the Board has reviewed the Corporation's forecast for fiscal year 2019/2020 and projections for fiscal years 2020/21-2023/24 (the "Q2 Revised Forecast and 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 Q2 Revised Forecast and 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.*

### 7.3 Pension Plan Governance Documents

The Board Chair noted that the amendments to both the Pension Plan Governance Documents and the Pension Plan Text were routine. Tom Kay noted that the amendments had been reviewed by the Human Resources and Compensation Committee and recommended to the Board for approval.

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

*WHEREAS the Board has reviewed the Pension Plan Governance Policy and the Pension Plan Funding Policy;*

*AND WHEREAS the Board has received a recommendation from the Human Resources and Compensation Committee to approve the Pension Plan Governance Policy and the Pension Plan Funding Policy;*

*NOW THEREFORE be it resolved that:*

1. *The Pension Plan Governance Policy and the Pension Plan Funding Policy 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.*

#### **7.4 Pension Plan Text Amendments**

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

*WHEREAS the Board has reviewed the amendments to The British Columbia Lottery Corporation Pension Plan;*

*AND WHEREAS the Board has received a recommendation from the Human Resources and Compensation Committee to approve the amendments to The British Columbia Lottery Corporation Pension Plan;*

*NOW THEREFORE be it resolved that:*

1. *The amendments to The British Columbia Lottery Corporation Pension Plan 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.*

#### **7.5 Compensation Philosophy & Plan**

Sandy Austin and Christy Innes joined the meeting. Sandy Austin spoke briefly to the Compensation Philosophy and Plan, noting that it had been fully discussed at the Human Resources and Compensation Committee meeting.

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

*WHEREAS the Board has reviewed the BCLC Compensation Philosophy and Plan;*

*AND WHEREAS the Board has received a recommendation from the Human Resources and Compensation Committee to approve the BCLC Compensation Philosophy and Plan with certain amendments;*

*NOW THEREFORE be it resolved that:*

1. *The BCLC Compensation Philosophy and Plan are hereby approved, with the following amendments:*
  - a. *That BCLC's Guiding Principle no. 3 on page 2 of the Plan be amended to read as follows: "Competitive – A total reward program that ensures BCLC can attract, retain and engage the talent needed to continue providing exceptional playing experiences and fulfil our mission."; and*
  - b. *That a definition of the term "total reward" be included in the Plan, if the Public Sector Employers' Council concurs; 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.*



## **7.6 Compensation Review & Salary Planning (Merit Increase)**

Sandy Austin outlined the proposed merit increase. Board members noted that relevant internal communications should be made regarding the increase.

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

*WHEREAS the Board has reviewed Management's proposal to provide merit increases for all eligible employees, management and executive effective April 1, 2020;*

*AND WHEREAS the Board has received a recommendation from the Human Resources and Compensation Committee to approve the merit increases for all eligible employees, management and executive effective April 1, 2020;*

*NOW THEREFORE be it resolved that:*

- 1. a merit increase for:*
  - a. all eligible employees and management of an average 2.5 percent increase to base salary, and*
  - b. all eligible executive of a 2.0 percent maximum increase to base salary, as defined by the B.C. Public Sector Employers' Guide to Accountable Compensation, is hereby approved with effect from and after April 1, 2020; 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.*

## **7.7 Respectful Workplace Policy**

Christy Innes briefly reviewed the Respectful Workplace Policy, noting that the policy owner had been amended to the Board of Directors. The Board Chair advised that the Human Resources and Compensation Committee determined that this Policy should include a cross-reference to the Whistleblower Policy. A discussion ensued regarding related training and communications.

Sandy Austin and Christy Innes left the meeting.

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

*WHEREAS the Board has reviewed the Respectful Workplace Policy and Procedures;*

*AND WHEREAS the Board has received a recommendation from the Human Resources and Compensation Committee to approve the Respectful Workplace Policy and Procedures;*

*NOW THEREFORE be it resolved that:*

- 1. The Respectful Workplace Policy and Procedures are hereby approved, with an amendment to include the Whistleblower contact information in both the Policy and Procedures; 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.*

## **7.8 LVI Contract Extension**

Craig James joined the meeting and summarized the circumstances leading to the LVI contract extension, noting that the topic had been discussed at the Risk Committee meeting. Board members discussed the extent of LVI's corporate social responsibility actions.

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

*WHEREAS the Board has reviewed the Corporation's proposal to enter into an amended and restated equipment maintenance and support services agreement (the "Agreement") among the Corporation, B.C. Lottotech International Inc. and Lang's Ventures Inc.;*

*AND WHEREAS the Board has received a recommendation from the Risk Committee to authorize the Corporation to enter into the Agreement;*

*NOW THEREFORE be it resolved that:*

- 1. The Directors of the Corporation hereby delegate to the CEO, the power, authority, and discretion vested in or exercisable by the Directors of the Corporation to negotiate, consider, and approve the form and the terms and conditions of the Agreement.*
- 2. The CEO is hereby authorized, for and in the name of and on behalf of the Corporation, to execute and deliver the Agreement, such Agreement to include such terms and conditions as the CEO may determine to be necessary, appropriate or desirable, the execution of the Agreement by the CEO being conclusive evidence of such determination.*
- 3. The Corporation be and is hereby authorized to enter into, and to perform its obligations under, the Agreement.*
- 4. The CEO be and 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 these resolutions, the execution and delivery of any such documents and instruments or the doing of any such other act or thing being conclusive evidence of such determination.*

Craig James left the meeting.

## **8. CORPORATE OPERATIONS**

### **8.1 Reporting to Government**

### **Discussion**

#### **8.1.1 Mandate Letter**

The Board Chair presented a draft version of the Mandate letter, noting that a final version would come to a future Board meeting.

### **8.2 Q2 ERM Report**

The Q2 ERM Report was taken as read. Board members noted that it should be reviewed consecutively with the Q2 Dashboard in future meetings.

## **9. OTHER BUSINESS**

### **9.1 Governance Initiatives**

### **Discussion**

Christine Carter presented an alternative approach to Board Manual updates, noting that this approach had been considered by the Governance and Corporate Social Responsibility Committee which was recommending the alternative approach to the Board for approval. Board members queried whether changes would be reported back to the Governance and CSR Committee and Christine confirmed.

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

*WHEREAS the Board has reviewed Management's proposal to consider an alternative approach to Board Manual Updates;*

*AND WHEREAS the Board has received a recommendation from the Governance and Corporate Social Responsibility Committee to implement the alternative approach to Board Manual Updates;*

*NOW THEREFORE be it resolved that:*

*1. The authority to approve material, substantive changes to critical tabs in the Board Manual, i.e., the Terms of Reference, as well as all Board-approved policies or procedures, whether located in the Board Manual or not, is hereby reserved to the Board.*

*2. The authority to approve any material, substantive changes to non-critical tabs in the Board Manual, i.e., the Introduction, Corporate Mandate and Appendices be and is hereby delegated to the Governance and Corporate Social Responsibility Committee.*

*3. The authority to approve any minor and/or administrative changes to both the critical and non-critical tabs in the Board Manual, as well as all Board or Committee-approved policies or procedures, after discussion with the Chair of the Board or the Chair of the responsible Committee to confirm the minor and/or administrative nature of the changes is hereby delegated to the Corporate Secretary.*

Management left the meeting, with the exception of Greg Moore.

## **9.2 In camera Session**

The Board went *in camera* with the Interim President and CEO at 4:00 p.m., concluding the *in camera* session at 4:45 pm.

### **9.2.1 CEO**

#### **9.2.1.1 Interim CEO – Goals & Objectives**

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

*WHEREAS the Board has reviewed the proposed goals and objectives for the Interim President and Chief Executive Officer (the "Interim CEO Objectives");*

*AND WHEREAS the Board has received a recommendation from the Human Resources and Compensation Committee to approve the Interim CEO Objectives;*

*NOW THEREFORE be it resolved that the Interim CEO Objectives are hereby approved.*

Greg Moore left the meeting.

#### **9.2.1.2 CEO Succession Plan**

The CEO Succession Plan was deferred until the interim Executive roles have been filled with permanent members.

### **9.2.3. Board**

#### **9.2.3.1. Whistleblower Report**

#### **Discussion**

Board members requested that an annual Whistleblower Report be prepared for review at the next quarterly meeting in January.

## 10. NEXT MEETING

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

The next meeting is scheduled for 4 December 2019 in Vancouver.

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Chair



## **BOARD OF DIRECTORS MEETING**

1:00 pm (PT) Wednesday 4 December 2019  
Boardroom – BCLC, 2940 Virtual Way  
Vancouver, BC V5M 0A6

### **AGENDA**

- |  |  |            |
|--|--|------------|
| <b>1. IN CAMERA SESSION</b> .....                          | [Directors -- 5 mins]                          | Approval   |
| 1.1. Adoption of Agenda                                    |  |            |
| 1.2. Approval of Action Items                              |  |            |
| <b>2. APPROVAL OF MINUTES</b>                              |  |            |
| 2.1. 24 October 2019                                       |  |            |
| <b>3. REPORT BY CHAIR</b> .....                            | [Peter Kappel -- 5 mins]                       | Verbal     |
| <b>4. REPORT BY PRESIDENT</b> .....                        | [Greg Moore -- 5 mins]                         | Verbal     |
| 4.1. Strategic Plan (Implementation) .....                 | [Greg Moore – 30 mins]                         | Discussion |
| <b>5. CORPORATE OPERATIONS</b>                             |  |            |
| 5.1. Service Plan/Budget Process Overview .....            | [Greg Moore – 10 mins]                         | Discussion |
| 5.2. Draft Service Plan .....                              | [Tom Kay – 10 mins]                            | Discussion |
| 5.3. Draft BCLC Mandate Letter F20/21 .....                | [Greg Moore – 10 mins]                         | Discussion |
| 5.4. Payments to Suppliers of Goods and Services .....     | [Tom Kay – 10 mins]                            | Discussion |
| <b>COFFEE BREAK</b> .....                                  | 10 mins  |            |
| <b>6. BOARD EDUCATION</b>                                  |  |            |
| 6.1. AML Update & Training .....                           | [Kevin deBruyckere, Director of AML – 90 mins] | Discussion |
| <b>7. OTHER BUSINESS</b>                                   |  |            |
| 7.1. <i>In camera</i> Sessions                             |  |            |
| 7.1.1. Interim CEO .....                                   | [Greg Moore – 30 mins]                         | Discussion |
| 7.1.1.1. Risk Advisory Services Action Plan                |  |            |
| 7.1.1.2. Interim Performance Evaluation                    |  |            |
| 7.1.2. Directors   |  |            |
| 7.1.2.1. Debrief on ICD Course- Oversight of Culture ..... | [Directors – 25 mins]                          | Discussion |
| <b>8. NEXT MEETING</b>                                     |  |            |
| 8.1. Tuesday 14 January 2020 – Vancouver                   |  |            |
|  | TOTAL: 240 mins (4 hours)                      |            |





## **Minutes of the Meeting of the Board of Directors held at 1:00 pm (PT) 4 December 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	
Coro Strandberg	

Management Present:

Greg Moore	Interim President and Chief Executive Officer
Thomas Kay	Interim Chief Financial Officer and Vice President, Finance and Corporate Services
Cameron Adams	Interim Vice President, Digital and Enterprise Services
Patrick Davis	Chief Information Officer and Vice President, Business Technology
Brad Desmarais	Vice President, Casino and Community Gaming and Interim Chief Compliance Officer and Vice President, Legal, Compliance, Security
Kevin Gass	Vice President, Lottery Gaming
Richard Fenster*	Director of Corporate Strategy (Item 4.1)
Kevin deBruyckere*	Director of Anti-Money Laundering (Item 6.1)
Jennifer Smith	Senior Legal Counsel
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

Peter Kappel took the Chair at 1:00 pm with Christine Carter 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 1:00 pm.

### **1 IN CAMERA SESSION**

The Board went *in camera* at 1:00 pm, concluding at 1:12 pm.

#### **1.1 Adoption of Agenda**

#### **1.2 Approval of Action Items**

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

### **2 APPROVAL OF MINUTES**

#### **2.1 24 October 2019**

The minutes of the 24 October 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 potential upcoming Board appointments.

### **4 REPORT BY PRESIDENT**

#### **5.1 Service Plan/Budget Process Overview**

#### **Discussion**

Greg Moore provided an overview of the Service Plan/Budget process. The Board members had no questions.

#### **4.1 Strategic Plan (Implementation)**

#### **Discussion**

Richard Fenster joined the meeting and Greg Moore presented the Strategic Plan (Implementation). Board members were generally pleased with the Plan, but requested further details.

Greg Moore advised that he would provide a multi-year roadmap in January which would address each of the subsections of the Plan. A discussion ensued regarding change management, as well as the risks and opportunities of the Plan. Richard Fenster left the meeting.

### **5 CORPORATE OPERATIONS**

#### **5.2 Draft Service Plan**

#### **Discussion**

Tom Kay presented the Draft Service Plan, noting that some changes had been made in response to commentary from the government. Kevin Gass invited questions from the Board members. The Chair suggested that comments from the Board members be submitted individually after the meeting for inclusion in the revised version of the draft Service Plan which would be presented in January.

A discussion ensued regarding the metrics in the draft Service Plan. Board members requested that Management provide recommendations for an appropriate operating efficiency metric to be used for Board oversight purposes going forward.

#### **5.3 Draft BCLC Mandate Letter F20/21**

#### **Discussion**

The Chair presented the draft BCLC Mandate Letter F20/21, noting that there had been no changes from the version that was handed out at the October meeting. Board members discussed some of the priorities outlined in the Mandate letter.

#### **5.4 Payments to Suppliers of Goods and Services**

#### **Discussion**

Tom Kay presented a report on Payments to Suppliers of Goods and Services, noting that the report reflected the manner in which payments are recorded and managed. A discussion ensued regarding the procurement process, concentration risk, supplier monitoring and competitive pricing. Board members requested that Management provide a recommendation regarding enhanced Board oversight of these areas going forward.

### **6 BOARD EDUCATION**

#### **6.1 AML Update & Training**

#### **Discussion**

Kevin deBruyckere joined the meeting and provided the AML Update & Training. A discussion ensued between Management and Board members regarding compliance with AML regulatory requirements.

Board members requested that the latest Deloitte report on AML be presented to the Board for information, and that Management continue to ensure that either the full Board or an appropriate Committee receive confirmation of compliance with AML requirements on a regular basis. Kevin deBruyckere left the meeting.

## 7 OTHER BUSINESS

### 7.1 *In camera* Sessions

Discussion

#### 7.1.1 Interim CEO

##### 7.1.1.1. Risk Advisory Services Action Plan

The Board went *in camera* with the Interim President and CEO and the Senior Manager, Risk Advisory Services at 4:08 pm. Board members requested that a progress report on the action plan be provided in January. The Interim President and CEO left the meeting.

The Board went *in camera* with the Senior Manager, Risk Advisory Services at 4:55 pm.

#### 7.1.2. Directors

##### 7.1.1.2. Interim Performance Evaluation

The Board went *in camera* with the Corporate Secretary at 5:10 pm.

##### 7.1.2.1. Debrief on ICD Course- Oversight of Culture

The materials for the debrief will be circulated to Board members after the meeting.

The Interim President and CEO rejoined the meeting to provide an Executive Update.

## 8 NEXT MEETING

There being no further business, the meeting was terminated at 5:23 pm.

The next meeting is scheduled for 14 January 2020 in Vancouver.

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Chair

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