



Minutes of the Meeting of the Board of Directors held at 3:00 pm (PT) 6 April 2020

Location: Via Conference Call

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
Alan Kerr	Chief Financial Officer and Vice President, Finance and Corporate Services
Cameron Adams	Interim Vice President, Digital and Enterprise Services
John Leeburn	Interim Vice President, Human Resources
Patrick Davis	Chief Information Officer and Vice President, Business Technology
Brad Desmarais	Vice President, Casino and Community Gaming and Interim Chief Compliance Officer & Vice President, Legal, Compliance, Security
Kevin Gass	Vice President, Lottery Gaming
Peter ter Weeme	Vice President, Social Purpose & Stakeholder Engagement
Laura Piva-Babcock	Director, Communications
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

Peter Kappel took the Chair at 3:02 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 3:02 pm.

1 ADOPTION OF AGENDA

On motion duly made and carried, the agenda was adopted. The Board Chair requested that Management present agenda items 2.1., 2.1.1., 2.1.2. and 2.1.3 together. He requested that Board members hold their questions until the end of these four agenda items.

2 CORPORATE OPERATIONS

2.1 Current Status Update re: COVID-19

Greg Moore provided a status update on the organization's operations during the COVID-19 situation.

2.1.1 Emergency Succession Plans for Board and Executive

Greg Moore presented the Emergency Succession Plan chart for the Executive team, which indicated both a successor and a back-up to the successor. The Board Chair noted that the Emergency Succession Plan for the Board would be discussed during the Board's *in camera* session.

2.1.2 Communications Update

Laura Piva-Babcock presented an update which covered internal communications, external communications and government relations.

2.1.3 Employee Health and Wellbeing

John Leeburn provided a presentation on Employee Health and Wellbeing.

The Board Chair asked the Board members if they had any questions on any of the information that had been presented so far. A discussion ensued regarding the use of Agile principles during the COVID-19 crisis, as well as the practical and legal implications of staff working from home.

2.2 PlayNow – Encore Cross Marketing

The Chair requested that the information leading up to the revenue implications of the marketing proposal be taken as read. He asked the Board members if there were any questions on the information leading up to the revenue implications.

A discussion ensued regarding player health, as well as the potential cause of a recent increase in revenue. Board members also queried the extent of account growth and its impact on the grey market. Finally, a discussion ensued regarding the proposal's potential impact on the Corporation's relationship with service providers.

Cameron Adams presented the revenue implications of the marketing proposal. A discussion ensued regarding the longer term consequences of the proposal, as well as potential mitigating factors. Board members requested that they receive a copy of the risk assessment for the PlayNow - Encore Cross Marketing opportunity, as well as a summary of the legal and regulatory implications (if any).

2.3 Revenue Impacts

Alan Kerr presented information on the revenue impacts of COVID-19 on the Corporation. A brief discussion ensued and it was noted that further preliminary projections would be presented to the Audit Committee and Board meetings in May.

2.4 Board Manual Review Update

Christine Carter provided an update on the Board Manual review and the Board members had no questions. Laura Piva-Babcock left the meeting.

3 OTHER BUSINESS

3.1 In camera Sessions

The Board went in camera with the Interim President and CEO and the Executives at 4:44 pm, concluding at 5:12 pm.

3.1.1.1 Service Providers Financial Health

Brad Desmarais provided an initial overview of Service Providers Financial Health. Board members requested that a more detailed overview of service providers' financial health be provided to the next Board meeting.

3.1.1.2 Lottery Retail Providers Update

Kevin Gass provided an update on Lottery Retail Providers. Board members requested a follow-up briefing note to clarify the analysis with respect to the Lottery Retail Providers.

3.1.2 Interim CEO & Board

The Board went in camera with the Interim President and CEO at 5:12 pm, concluding at 5:45 pm.

3.1.1 Realigning Operations

Greg Moore presented a proposal to realign operations. Board members requested that an updated proposal be provided at the next Board meeting.

3.1.3 Board

The Board went *in camera* at 5:45 pm, concluding at 6:00 pm.

The Chair presented a recommendation regarding the Emergency Succession Plan for the Board. Where the Chair for a Committee becomes ill, the intention is to replace them with another member of the Committee to temporarily act as Chair, wherever appropriate.

It was noted that each Committee was comprised of only four voting members. Pursuant to the Corporation's Bylaws, the quorum to transact business at a Committee meeting is a majority of the voting members or three out of four members. Accordingly, a Committee could not act if two or more members became ill. At that point, the Board would need to consider consolidating all Committees into one Committee of the whole.

The Board members unanimously agreed with the recommended Emergency Succession Plan.

4 NEXT MEETING

The next meeting is scheduled for 14 May 2020 by teleconference.

There being no further business, the meeting was adjourned at 6:00 pm.

s 22

s 22 _____ s 22 _____
Chair



Minutes of the Meeting of the Board of Directors held at 2:00 pm (PT) 20 April 2020

Location: Via Conference Call

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
Alan Kerr	Chief Financial Officer and Vice President, Finance and Corporate Services
Cameron Adams	Interim Vice President, Digital and Enterprise Services
Brad Desmarais	Vice President, Casino and Community Gaming and Interim Chief Compliance Officer & Vice President, Legal, Compliance, Security
Kevin Gass	Vice President, Lottery Gaming
Peter ter Weeme	Vice President, Social Purpose & Stakeholder Engagement
Yabome Gilpin-Jackson	Vice President, People and Culture
Robert Connolly	Interim General Counsel
Jennifer Gallaway*	Interim Director, Anti-Money Laundering Response (Item 3.3)
Jennifer Smith	Senior Legal Counsel
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

(*attending in part)

Peter Kappel took the Chair at 2:04 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 2:04 pm.

1. ADOPTION OF AGENDA

1.1 In camera Session

1.1.1 Board

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

2 CORPORATE APPROVALS

2.1. Fiscal Agency Loan Program

Greg Moore provided some background on the Fiscal Agency Loan program. Alan Kerr provided commentary on the Corporation's current Fiscal Agency Loan. A discussion ensued regarding the amount of the Fiscal Agency Loan and the business rationale for an increase in the borrowing limit.

Board members requested an amendment to the resolution which would direct Management to report back to the Board regarding whether or not the amount of the FAL was still considered to be appropriate, approximately three (3) months after casinos resume operation.

*WHEREAS British Columbia Lottery Corporation ("**BCLC**") and Her Majesty the Queen in Right of the Province of British Columbia (the "**Province**") entered into a Short-Term Financing Agreement dated for reference the 11th day of August, 2009 (the "**STFA**"), whereby BCLC may obtain short term financing from the Province pursuant to Sections 53 and 54 of the Financial Information Act (British Columbia);*

*AND WHEREAS, on June 18, 2012, the Minister of Finance approved an increase to the borrowing limit applicable to BCLC's short term borrowing facility governed by the STFA to \$250,000,000 in Canadian currency or its equivalent in U.S. currency, effective on and after July 3, 2012 (the "**First FAL Increase**");*

*AND WHEREAS BCLC wishes to request a further increase to the borrowing limit applicable to BCLC's short term borrowing facility governed by the STFA to \$400,000,000 in Canadian currency or its equivalent in U.S. currency (the "**Second FAL Increase**");*

AND WHEREAS it is prudent for the Board to confirm its authorization of any such increases;

NOW THEREFORE be it resolved that:

- 1. Authorization of the First FAL Increase is hereby ratified and confirmed;*
- 2. The Second FAL Increase is hereby authorized;*
- 3. The Interim President and Chief Executive Officer or Chief Financial Officer and Vice President of Finance and Corporate Services be and are hereby authorized on behalf of BCLC to execute and deliver all such documents and instruments, and to do all such other acts and things as in their opinion may be necessary or desirable to give full effect to the foregoing resolutions; and*
- 4. Management is hereby directed to report back to the Board regarding whether or not the amount of the FAL is still considered to be appropriate, approximately 3 months after casinos resume operations.*

2.2 PlayNow-Encore

Cameron Adams and Brad Desmarais presented the PlayNow-Encore initiative. A discussion ensued regarding the Corporation's ability to monitor the success of the initiative and adjust accordingly.

Board members requested an amendment to the resolution to clarify that the broad authorization provided to the Interim President and CEO in the third paragraph was intended to be used to give effect to the substance of the proposed loyalty program updates presented to the Board.

A further discussion ensued regarding the current and future implications of the initiative. It was noted that communications with government were in progress. Board members requested an update on the initiative at the next meeting.

*WHEREAS the Corporation proposes to finalize a form of Amending Agreement (the "**Amending Agreement**") to its Operational Services Agreement (the "**OSA**") with its operational services providers (the "**Service Providers**") in gaming facilities in the Province of British Columbia;*

AND WHEREAS THE Amending Agreement would implement updates to the Loyalty Program including a new Loyalty Program Commission;

*AND WHEREAS the Directors of the Corporation wish to delegate certain power, authority, and discretion of the Directors of the Corporation to the Interim President and Chief Executive Officer (the "**Interim CEO**"), with respect to the Amending Agreement;*

NOW THEREFORE be it resolved that:

- 1. The form of Amending Agreement presented to the Directors of the Corporation be and is hereby approved.*
- 2. The Directors of the Corporation hereby delegate to the Interim CEO, the power, authority, and discretion vested in or exercisable by the Directors of the Corporation to negotiate, consider, amend and approve the final form and the terms and conditions of the Amending Agreement.*

3. *The Directors of the Corporation hereby delegate to the Interim 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 one or more Amending Agreements with one or more Service Providers, and the Interim CEO is hereby authorized, for and in the name of and on behalf of the Corporation, to execute and deliver any one or more Amending Agreements (and any further amendments to such Amending Agreements), including such other terms and conditions as the Interim CEO may determine to be necessary, appropriate or desirable to give effect to the substance of the proposed loyalty program updates presented to the Board, as may be approved by the Interim CEO, such approval to be conclusively evidenced by the execution of such Amending Agreement (or its amendment, as applicable) by the Interim CEO.*
4. *The Corporation be and is hereby authorized to enter into and to perform its obligations under the Amending Agreements.*
5. *The Interim 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.*

3 CORPORATE OPERATIONS

3.1 Current Status Update re: COVID-19

Greg Moore provided an update on the Corporation's current status under COVID-19. Board members had no questions.

3.2 Revenue Impacts

3.2.1 Status Quo

3.2.2 Status of Review for Efficiencies

Alan Kerr presented the revenue impacts caused by COVID-19. A discussion ensued regarding macroeconomics and the timing for resumption of casino activities. Alan Kerr also presented an outline of the Corporation's cost containment measures. Board members speculated on further cost containment measures that may be required.

3.3 Framework for 3 Month Recovery Action Plan

Jennifer Gallaway joined the meeting and provided a presentation on the Corporation's three (3) month recovery plan. A discussion ensued regarding deep cleaning of casinos and the training required for a return to the workplace. Board members emphasized maintaining a focus on player health, while exploring avenues to increase revenues. They also requested an increased focus on marketing and communications, taking into account the reduced budget due to cost containment measures.

4 OTHER BUSINESS

4.1 In camera Sessions

4.1.1 Interim CEO, Executive Team and Board

The Board went *in camera* with the Interim President and CEO and the Executives at 4:30 pm, concluding at 4:50 pm.

4.1.1.1. Service Providers' Financial Health

4.1.2 Interim CEO & Board

The Board went *in camera* with the Interim President and CEO at 4:50 pm, concluding at 4:59 pm.

4.1.2.1. Realigning Operations

This agenda item was deferred.

4.1.2.2. 90 Day Leadership Plan Final Report

This agenda item was deferred.

4.1.3 Board

The Board went *in camera* at 4:59 pm, concluding at 5:11 pm.

5 NEXT MEETING

The next meeting is scheduled for 14 May 2020 by teleconference.

There being no further business, the meeting was adjourned at 5:11 pm.

s 22

Chair s 22

s 22



Minutes of the Meeting of the Board of Directors held at 3:00 pm (PT) 28 April 2020

Location: Via Conference Call

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
Alan Kerr	Chief Financial Officer and Vice President, Finance and Corporate Services
Brad Desmarais	Vice President, Casino and Community Gaming and Interim Chief Compliance Officer & Vice President, Legal, Compliance, Security
Yabome Gilpin-Jackson	Vice President, People and Culture
Robert Connolly	Interim General Counsel
Brett Lawrence*	Regional Manager, Casino Operations
Tom Maryschak*	Acting Director, Casino Operations
Rod Osborne*	Senior Manager, Decision Support
Michele Duncan*	Manager, Business Development
Gene Wong*	Manager, Business Planning
Jennifer Smith	Senior Legal Counsel
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

(*attending in part)

Peter Kappel took the Chair at 3:00 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 3:00 pm.

1 ADOPTION OF AGENDA

1.1 In camera Session

1.1.1 Board

The Board went *in camera* at 3:00 pm, concluding at 3:18 pm.

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

1.1.2.1 Service Providers' Financial Health

The Board went *in camera* with the Interim President and CEO, the Executive team, Rod Osborne and Gene Wong at 3:18 pm, concluding at 3:29 pm.

Brett Lawrence joined the call at 3:25 pm.

Rod Osborne left the call at 3:29 pm.

2 CORPORATE APPROVALS

2.1 Gaming Bank Roll Re-allocation Proposal

Brad Desmarais introduced Brett Lawrence to the Board members. Brett Lawrence presented the Gaming Bank Roll ("GBR") re-allocation proposal. Board members requested further details regarding the provision of the GBR under the previous Operational Service Agreements ("OSA's").

Brad Desmarais noted that under the previous OSA's the Corporation placed restrictions on the use of the GBR, monitored it daily and performed frequent audits. Similar requirements would be put in place pursuant to the GBR re-allocation proposal. A discussion ensued regarding the potential risks of the proposal, as well as ensuring proper communication of the proposal to government.

Michele Duncan and Tom Maryschak joined the call.

Board members requested that Management ensure that cost recovery for the Corporation be incorporated into the proposal, but that the timing of cost recovery could coincide with the repatriation of the GBR. Board members also requested an update on cost recovery in relation to the GBR at a future meeting.

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

WHEREAS the Corporation proposes to amend its Operational Services Agreement (the "OSA") with its operational services providers of gaming facilities in the Province of British Columbia, in order to implement certain updates with respect to the Gaming Bank Roll (the "Amending Agreement");

AND WHEREAS the Amending Agreement would obligate BCLC to provide the Gaming Bank Roll for a period of time following facilities' reopening from the Covid19 closure;

AND WHEREAS the Directors of the Corporation wish to delegate certain power, authority, and discretion of the Directors of the Corporation to the Interim President and Chief Executive Officer (the "Interim CEO"), with respect to the Amending Agreement;

NOW THEREFORE be it resolved that, subject to BCLC receiving approval from the Minister of Finance for an increase to the borrowing limit applicable to BCLC's existing short-term borrowing facility governed by the Short-Term Financing Agreement dated August 11, 2009 (the "Agreement") between BCLC and Her Majesty the Queen in right of the Province of British Columbia represented by the Minister of Finance (the "Province"), such that the limit will be \$400,000,000 in Canadian currency or its equivalent in U.S. currency:

- 1. The Directors of the Corporation hereby delegate to the Interim CEO, the power, authority, and discretion vested in or exercisable by the Directors of the Corporation to consider and approve a form of Amending Agreement, as the Interim CEO may determine to be necessary, appropriate or desirable to give effect to the substance of the proposed Gaming Bank Roll updates presented to the Board.*
- 2. The Corporation is hereby authorized to enter into and to perform its obligations under the Amending Agreement as approved by the Interim CEO.*
- 3. The Interim 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.*

Brett Lawrence and Gene Wong left the call.

3 CORPORATE OPERATIONS

3.1 Casino Back to Operations Plan

Tom Maryschak and Michele Duncan joined the call, and Brad Desmarais introduced them to the Board members. Tom Maryschak presented the Casino Back to Operations Plan.

A discussion ensued regarding methods of sanitizing the casinos and equipment, as well providing appropriate sanitization to players. Board members also requested clarification regarding the potential challenges that the casinos may face when reopening.

Tom Maryschak and Michele Duncan left the call.

4.1.1.1 Impact of Market on Pension Investments

Alan Kerr provided an update on the impact of the market on the Corporation's pension investments, noting that the investments had done better than average. The Chair noted that further details would be provided at a future meeting.

4 OTHER BUSINESS

4.1 In camera Sessions

4.1.1 Interim CEO, Executive Team and Board

4.1.2 Interim CEO & Board

The Board went *in camera* with the Interim President and CEO at 5:07 pm, concluding at 5:39 pm.

4.1.2.1. Realigning Operations

4.1.2.2. 90 Day Leadership Plan Final Report

4.1.3 Board

The Board went *in camera* at 5:39 pm, concluding at 5:47 pm.

5 NEXT MEETING

The next meeting is scheduled for 14 May 2020 by teleconference.

There being no further business, the meeting was adjourned at 5:47 pm.

s 22

s 22 Chair s 22



**Minutes of the Meeting of the Board of Directors
held at 2:00 pm (PT) 14 May 2020**

Location: Via Teleconference

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
Brad Desmarais	VP, Casino & Community Gaming, and Interim CCO and VP, Legal, Compliance & Security
Alan Kerr	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
Kevin Gass	Vice President, Lottery Gaming
Peter ter Weeme	Vice President, Social Purpose & Stakeholder Engagement
Yabome Gilpin-Jackson	Vice President, People & Culture
Jennifer Smith	Senior Legal Counsel
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

Peter Kappel took the Chair at 2:20 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 2:20 pm.

1 CONSENT AGENDA

1.1 In camera Session

The Board went *in camera* at 2:20 pm, concluding at 2:31 pm.

1.1.1 Agenda

1.1.1.1. Action Items List for Reference

1.1.2 Minutes of 3 March 2020 and 20 March 2020

On motion duly made and carried, the agenda was adopted, the minutes were approved and the following resolutions were adopted:

1.1.3 Officer Appointments

- i. *WHEREAS Yabome Gilpin-Jackson has accepted the position of Vice President, People and Culture;
NOW THEREFORE be it resolved that the appointment of Yabome Gilpin-Jackson as an officer of
the Corporation effective s 22 is hereby ratified, confirmed and approved.*

- ii. *WHEREAS the Corporation is subject to the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada) (the "Act") and the Proceeds of Crime (Money Laundering) and Terrorist Financing Regulations (Canada) (the "Regulation");*

AND WHEREAS pursuant to the Act and Regulation, the Corporation is required to appoint a person who is to be responsible for the implementation of a program intended to ensure the Corporation's compliance with Part 1 and Part 1.1 of the Act (the "Compliance Officer");

NOW THEREFORE be it resolved that, for purposes of the Act and Regulation, the appointment of Kevin deBruyckere as Compliance Officer of the Corporation effective May 4, 2020 is hereby ratified, confirmed and approved.

1.1.4 Audit Services Annual Audit Plan – Audit Committee

WHEREAS the Board has reviewed the Audit Services Annual Audit Plan for the fiscal year ending March 31, 2021 (the "Audit Plan");

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

NOW THEREFORE be it resolved that:

- 1. The Audit 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.*

1.1.6 Change of Committee Name – HRC Committee

WHEREAS the Board has considered a change of name for the Human Resources and Compensation Committee to the "People and Culture Committee" to better reflect the Committee's purpose;

AND WHEREAS the Board has received a recommendation from the Human Resources and Compensation Committee to approve the change of name;

NOW THEREFORE be it resolved that:

- 1. The change of name for the Human Resources and Compensation Committee to the "People and Culture Committee" be and hereby is 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.*

2 CORPORATE APPROVALS

1.1.5. Additional KPMG Services – Audit Committee

The Chair requested that this agenda item be moved from the Consent Agenda to Corporate Approvals, so that it could be discussed by the Board members. The Audit Chair provided background, noting that the additional services were required to perform financial audit related risk and assurance work related to the Lottery Transformation Project. The Audit Chair mentioned the discussions that had occurred at the Audit Committee, as well as the resulting revisions to the resolution.

Board members requested that a status report on the Lottery Transformation Project, including project milestones that involve the Board going forward, be provided at the next regularly scheduled Board meeting.

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

WHEREAS the Board has received a recommendation from the Audit Committee to approve certain services to be provided by KPMG LLP;

NOW THEREFORE be it resolved that:

1. The engagement by the Corporation of KPMG LLP to provide the following services is hereby approved:
 - a. specified audit procedure services with respect to Lottery Transformation for the period from May 15, 2020 to July 31, 2020, inclusive, for a fee not to exceed \$ 21 and
2. Subject to the Spending and Signing Authority Policy, any employee of the Corporation is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.

2.1 Audited Consolidated Financial Statements

Management joined the call and the Chair asked the Board members if they had any questions regarding agenda items 2.1, 2.2 and 2.3. Board members requested that highlights for agenda item 2.1 be provided. Alan Kerr presented the highlights from the audited, consolidated financial statements.

Alan Kerr also provided an update on the pension plan investments. The Audit Chair noted the findings of the External Auditors' Report, as well as the editorial comments that Audit Committee members had made to the notes in the financial statements.

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, 2020;

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, 2020, with notes as amended by the Audit Committee members, 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, 2020; 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.*

2.2 B.C. Lottotech Financial Statements

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, 2020;

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, 2020, 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.*

2.3 Pension Plan Audited Financial Statements

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, 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 British Columbia Lottery Corporation Pension Plan audited financial statements for the twelve months ending December 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 British Columbia Lottery Corporation Pension Plan audited financial statements for the twelve months ending December 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.*

2.4 Annual Service Plan Report

Peter ter Weeme presented the Annual Service Plan Report, noting that it was a prescribed report against the service plan. Board members recommended some revisions to the letter from the Board Chair, as well as the correction of a few typographical errors.

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, 2020;

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, 2020, 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.*

2.5 Preliminary Projections

Alan Kerr presented the preliminary projections, noting the applicable assumptions. A discussion ensued regarding the rationale for the assumptions, as well as whether or not they were reasonable in the COVID-19 environment. Board members requested clarity on the government submission process and indicated that the basis for the projections should be clearly stated in the notes.

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

WHEREAS the Board has reviewed the Corporation's preliminary projections for fiscal years 2020/2021 - 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.*

The Chair requested an overview of the return to work plan and the potential casino financial support plan which was being considered by management. Board members requested that management provide a presentation on the potential casino financial support plan at the next meeting, and provide materials at least one week in advance.

2.6 Contract Amendment (OpenBet)

Cameron Adams commented on the contract amendment with OpenBet Technologies Limited. Board members requested further details and a discussion ensued regarding counterparty risk.

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

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

AND WHEREAS the Corporation proposes to enter into a Fifth Amendment to that contract (the "Agreement") between the Corporation and Openbet Technologies Limited;

AND WHEREAS the Directors of the Corporation wish to delegate certain power, authority and discretion of the Directors of the Corporation to the Interim President and Chief Executive Officer (the "Interim CEO"), with respect to the Agreement;

NOW THEREFORE be it resolved that:

- 1. The Directors of the Corporation hereby delegate to the Interim CEO, the power, authority, and discretion vested in or exercisable by the Directors of the Corporation to negotiate, consider, and approve the final form of the Agreement.*
- 2. The form of Agreement presented to the Directors of the Corporation, with such amendments thereto as may be approved by the Interim CEO, be and is hereby approved.*
- 3. The Corporation be and is hereby authorized to enter into, and to perform its obligations under, the Agreement.*
- 4. The Interim CEO be and is hereby authorized on behalf of the Corporation to execute and deliver the Agreement, and the signature of the Interim CEO will be conclusive evidence that the Agreement so executed and delivered is the agreement authorized by this resolution.*
- 5. The Interim 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 this resolution.*

3. OTHER BUSINESS

3.1 In camera Sessions

3.1.1 Interim CEO and VP, People & Culture

The Board went *in camera* with the Interim CEO and VP, People and Culture at 4:03 pm, concluding at 4:23 pm.

3.1.1.1. Update on German Report Recommendations

3.1.1.2. Current Status Update re: COVID-19

3.1.1.3. Executive Management Compensation (including PSEC Disclosure Statement)

3.1.1.4. Interim CEO SOEBC Declaration Form & Outside Commitments

Greg Moore left the call at 4:23 pm.

The Board went *in camera* with the VP, People and Culture at 4:23 pm, concluding at 4:32 pm.

3.1.1.5. Interim CEO Performance Evaluation Process

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

WHEREAS the Board has reviewed the proposed Interim CEO Performance Evaluation Process;

AND WHEREAS the Board has received a recommendation from the Human Resources and Compensation Committee to approve the proposed Interim CEO Performance Evaluation Process;

NOW THEREFORE be it resolved that:

1. The proposed Interim CEO Performance Evaluation Process 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.

3.1.1.6. Interim CEO Compensation

Greg Moore rejoined the call at 4:32 pm.

The Board went *in camera* with the Interim CEO and VP, People and Culture at 4:32 pm, concluding at 5:54 pm.

3.1.1.7. Executive Recruitment Update

3.1.1.8. Organization Design

3.1.1.9. Draft - June Strategy Session Agenda

3.1.2 Board

The Board went *in camera* at 5:54 pm, concluding at 6:15 pm.

Board members requested that a discussion regarding the Lottery Draw controls be added to the agenda for the next meeting.

4. NEXT MEETING

There being no further business, the meeting was terminated at 6:15 pm.

The next meeting is scheduled for 4 June 2020 in Vancouver.

s 22

Chair

s 22



Minutes of the Meeting of the Board of Directors held at 10:00 am (PT) 4 June 2020

Location: R4 Meeting Room – 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	
Zane Hansen	

Management Present:

Greg Moore	Interim President and Chief Executive Officer
Brad Desmarais	VP, Casino & Community Gaming, and Interim CCO and VP, Legal, Compliance and Security
Alan Kerr	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
Kevin Gass	Vice President, Lottery Gaming
Peter ter Weeme	Vice President, Social Purpose & Stakeholder Engagement
Yabome Gilpin-Jackson	Vice President, People & Culture
Robert Connolly	Interim General Counsel
Jennifer Barbosa*	Director, Enterprise Risk Management Services (Items 1.2.1, 1.2.2 and 3.4)
Jennifer Gallaway*	Interim Director, AML Response (Item 5.4)
Garth Pieper*	Director, Operations (Item 6.1.1.1)
Cynki Taylor*	Director, Financial Planning & Analysis (Item 6.1.1.1)
Brett Lawrence*	Regional Manager, Casino Operations (Item 6.1.1.1)
Rod Osborne*	Senior Manager, Decision Support (Item 6.1.1.1)
Gene Wong*	Manager, Business Planning (Item 6.1.1.1)
Jugdeep Lalli*	Manager, Audit Services (Item 6.1.1.1)
Jennifer Smith*	Senior Legal Counsel (Item 6.1.3.1)
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

(*attending in part)

Peter Kappel took the Chair at 10:01 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 10:01 am.

1 IN CAMERA SESSION

1.1. Consent Agenda

1.1.1. Agenda

1.1.1.1. Action Items List for Reference

1.1.2. Minutes of 6 April 2020, 20 April 2020, 28 April 2020 & 14 May 2020

The Chair welcomed Zane Hansen to the Board of Directors. The minutes were presented and it was noted that a slight correction would be made to the April 6th minutes. Board members had no further comments on the minutes.

On motion duly made and carried, the agenda was adopted, the minutes were approved with one minor correction, and a resolution adding Zane Hansen to the Board Committees was adopted as follows:

WHEREAS the Board Chair has recommended that Zane Hansen be appointed to the People & Culture Committee and the Risk Committee;

NOW THEREFORE be it resolved that the following individuals be appointed or reappointed, as the case may be, as members and, if indicated below, Chairs of the following Committees until their successors are appointed:

Audit Committee

Joan Axford, Chair
Lisa Ethans
Dusty Kelly
Mario Lee

Governance & Corporate Social Responsibility Committee

Mario Lee, Chair
Joan Axford
Lisa Ethans
Coro Strandberg

People & Culture Committee

Hilary Cassady, Chair
Fiona Chan
Dusty Kelly
Coro Strandberg
Zane Hansen

Risk Committee

Lisa Ethans, Chair
Joan Axford
Hilary Cassady
Fiona Chan
Zane Hansen

The Board went *in camera* with the Director of Enterprise Risk Management Services at 10:19 am, concluding at 10:36 am.

1.2 Director of Enterprise Risk Management Services

1.2.1. P360 Implementation Risk Assessment

The Board went *in camera* with the Interim CEO and the Director of Enterprise Risk Management Services at 10:36 am, concluding at 11:32 am.

1.2.2 Update on ERMS Action Plan

Board members requested that a determination be made regarding whether or not BCLC is appropriately insured based on type of insurance and level of insurance, considering current contract agreement oversight.

2 REPORT BY CHAIR

The Chair provided a brief update while the Executive team joined the meeting.

3 REPORTS BY PRESIDENT AND MANAGEMENT

3.1 President's Report & COVID-19 Update

Greg Moore provided the President's Report, noting the progress that had been made on the German report. He also provided an update on matters in relation to COVID-19. Board members had no questions.

3.2 Management Reports

3.2.1 Finance & Corporate Services

3.2.2. Casino & Community Gaming

3.2.3 Lottery Gaming

3.2.4 Digital & Enterprise Services

3.2.5 Business Technology

3.2.6 Social Purpose & Stakeholder Engagement

3.2.7 People & Culture

3.2.8 Legal, Compliance, Security

The Board Chair noted that the management reports had been provided for information and asked the Executive team if they had any highlights to note. Each of the Executives provided brief highlights on their reports.

A discussion ensued regarding the casino health and safety plans, as well as the potential re-opening date. Progress on the Lottery Transformation Project and growth in PlayNow was also discussed. Finally, a discussion ensued regarding the corporation's measures to combat racism and celebrate Pride month.

3.3 Q4 Dashboard

Cameron Adams took the Q4 Dashboard as read, and asked the Board members if they had any questions. The Board members noted that a new format of Dashboard was being considered, and asked that management determine which Board Committee should review the new format and provide feedback.

3.4 Q4 ERM Report

The Q4 ERM Report was taken as read. The Board members had no questions.

4 COMMITTEE REPORTS

4.1 Audit Committee

Joan Axford provided the Audit Committee report, noting that Lisa Ethans would provide the Pension Committee aspect of the report.

4.2 Governance & Corporate Social Responsibility Committee

Mario Lee provided the Governance and Corporate Social Responsibility Committee report.

4.3 People & Culture Committee

Hilary Cassidy provided the People & Culture Committee report.

4.4 Risk Committee

Lisa Ethan provided the Pension Committee aspect of the Audit Committee report, as well as the Risk Committee report. Board members requested that the Pension Plan Actuarial Valuation be brought forward to a future meeting for review and approval.

5. CORPORATE OPERATIONS

5.1 Reporting to Government

Greg Moore commented on the Reporting to Government. A discussion ensued regarding the assignment of costs for the health and safety measures that were being put into the casinos.

5.2 Mandate Letter

The Board Chair noted that there was nothing to report in relation to the Mandate Letter for this quarter.

5.3 PlayNow-Encore Update

Cameron Adams provided an update on the PlayNow-Encore initiative. A discussion ensued regarding the process for finalization and rollout of the initiative.

5.4 COVID-19 Recovery Action Plan

Jennifer Gallaway began her presentation on the COVID-19 Recovery Action Plan. A discussion ensued regarding the corporation's partnership with a media entertainment company that may also be providing advertising to the grey market. Board members requested that a future presentation be made to the Board on the grey market and the BCLC advertising strategy in relation to it.

Jennifer Gallaway continued her presentation on the COVID-19 Recovery Action Plan, noting the health and safety guidelines for casinos. A discussion ensued regarding the types of health and safety measures that were being used in the casinos and potential ways to ensure contact tracing for COVID-19 purposes.

6. OTHER BUSINESS

6.1 *In camera* Sessions

6.1.1 Interim CEO & Executive Team

The Board went *in camera* with the Interim CEO, the Executive Team, two members of the Senior Leadership Team and four staff members at 2:19 pm, concluding at 3:40 pm.

6.1.1.1 Update on Service Provider Financial Support

Board members requested that the presentation be circulated to them after the meeting.

6.1.2 Interim CEO and VP, People and Culture

The Board went *in camera* with the Interim CEO and VP, People and Culture at 3:50 pm, concluding at 5:35 pm.

6.1.2.1 Organization Design

Board members requested that contingency plans be prepared in case of a possible increased rate of employee attrition due to the proposed organizational changes. They also requested that a critical plan of action, with timeline, be prepared.

- 6.1.2.2 Interim CEO Succession Plan
- 6.1.2.3 Executive Management Succession Plans
- 6.1.2.4 Interim CEO Performance Evaluation & Development
- 6.1.2.5 Lottery Draw
- 6.1.3.1. Lottotech Directors & Officers
- 6.1.3.2. Emergency Succession Plan for Board

This item was deferred until the next quarterly Board meeting in July.

6.1.3.3. Whistleblower Report, if any

7. NEXT MEETING

There being no further business, the meeting was terminated at 5:35 pm.

The next meeting is scheduled for 12 June 2020 by videoconference.

s 22

s 22

Chair

s 22



**Minutes of the Meeting of the Board of Directors
held at 1:00 pm (PT) 12 June 2020**

Location: Via Conference Call

Board Present:

Peter Kappel	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Coro Strandberg	
Zane Hansen	

Management Present:

Greg Moore	Interim President and Chief Executive Officer
Alan Kerr	Chief Financial Officer and Vice President, Finance and Corporate Services
Brad Desmarais	Vice President, Casino and Community Gaming and Interim Chief Compliance Officer & Vice President, Legal, Compliance, Security
Yabome Gilpin-Jackson*	Vice President, People and Culture (Item 2.2.1)
Robert Connolly*	Interim General Counsel (Item 2.1.1.)
Garth Pieper*	Director, Operations (Item 2.1.1.)
Brett Lawrence*	Regional Manager, Casino Operations (Item 2.1.1.)
Rod Osborne*	Senior Manager, Decision Support (Item 2.1.1.)
Gene Wong*	Manager, Business Planning (Item 2.1.1.)
Jugdeep Lalli*	Manager, Audit Services (Item 2.1.1.)
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

(*attending in part)

Peter Kappel took the Chair at 1:04 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 1:04 pm.

1. ADOPTION OF AGENDA

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

2. IN CAMERA SESSION

2.1. Interim CEO, VP, Casino & Community Gaming and CFO & VP, Finance and Corporate Services

2.1.1. Service Provider Financial Support

2.1.1.1. Presentation

The Board went *in camera* with the Interim President & CEO, the VP of Casino & Community Gaming, the CFO & VP of Finance and Corporate Services, two members of the Senior Leadership team and four members of the staff at 1:04 pm, concluding at 2:25 pm.

2.1.1.2. Discussion

This item was deferred.

2.1.1.3. Board Resolution

This item was deferred.

2.2. Interim CEO, VP of People & Culture, VP of Casino & Community Gaming, CFO & VP of Finance and Corporate Services

2.2.1. Organization Design

2.2.1.1. Presentation

The Board went *in camera* with the Interim President & CEO, VP of People & Culture and CFO & VP of Finance and Corporate Services at 2:40 pm, concluding at 4:05 pm.

2.2.1.2. Discussion

The Board went *in camera* at 4:05 pm, concluding at 4:21 pm. The Board meeting was temporarily adjourned.

2.2.1.3. People & Culture Committee Recommendation

The Chair of the People and Culture Committee confirmed that a quorum of the People and Culture Committee was present and convened the Committee meeting at 4:21 pm.

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

WHEREAS the Committee has reviewed the proposed changes to the Executive Management structure that are recommended by the Interim CEO ("Executive Changes");

AND WHEREAS the Committee has discussed the proposed Executive Changes with Management;

NOW THEREFORE be it resolved that:

- 1. The Committee recommend to the Board that the Board approve the Executive Changes; and*
- 2. The Chair of the Committee is hereby authorized and directed to report this recommendation to the Board.*

The Committee meeting was adjourned.

2.2.1.4. Board Resolution

The Board Chair confirmed that a quorum of the Board was present and resumed the Board meeting at 4:23 pm. The Chair of the People and Culture Committee recommended the Executive Changes.

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

WHEREAS the Board has reviewed the proposed changes to the Executive Management structure that are recommended by the Interim CEO ("Executive Changes");

AND WHEREAS the Board has received a recommendation from the People & Culture Committee to approve the Executive Changes;

NOW THEREFORE be it resolved that:

- 1. The Executive Changes 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.*

The Board went *in camera* with the Interim President & CEO, VP of People & Culture and CFO & VP of Finance and Corporate Services at 4:28 pm, concluding at 4:32 pm.

3. NEXT MEETING

The next meeting is scheduled for 29 July 2020 in Kamloops.

There being no further business, the meeting was adjourned at 4:32 pm.

s 22

~~Chair~~ s 22



Minutes of the Meeting of the Board of Directors held at 3:00 pm (PT) 28 July 2020

Location: Presentation Room – BCLC, 74 West Seymour Street, Kamloops, BC V2C 1E2

Board Present:

Peter Kappel	Chair
Joan Axford	
Fiona Chan	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Coro Strandberg	
Zane Hansen	

Board Regrets:

Hilary Cassady

Management Present:

Greg Moore	Interim President & CEO
Brad Desmarais	Chief Operating Officer
Alan Kerr	CFO & VP, Finance & Corporate Services
Marie-Noelle Savoie	CCO & VP, Legal, Compliance, Security
Pat Davis	CIO & VP, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Yabome Gilpin-Jackson	Chief People Officer
Ryan Persaud*	Director, Business Intelligence (Item 4.3)
Jennifer Smith	Senior Legal Counsel
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

Guest Attendee:

s 22

Peter Kappel took the Chair at 3:00 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 3:00 pm.

The Chair advised Board members that Hilary Cassady would be unable to attend the Board meeting, but would be available to attend the following People & Culture Committee meeting. The Chair also welcomed Zane Hansen to the Board.

IN CAMERA SESSION

The Board went *in camera* at 3:02 pm, concluding at 3:05 pm.

1. CONSENT AGENDA

The Chair noted that agenda item no. 1.1.4. Appoint External Auditor & Approve Fees would be moved from the Consent Agenda to the Corporate Approvals sections, so that it could be discussed.

1.1.1. Agenda

1.1.1.1. Action Items List for Reference

1.1.2. Minutes of 4 June 2020 & 12 June 2020

On motion duly made and carried, the agenda was adopted, the minutes were approved and the following resolutions were adopted:

1.1.3. Q1 Financial Statements

WHEREAS the Board has reviewed the financial statements for the first quarter of fiscal year 2020/2021;

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 first quarter of fiscal year 2020/2021 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.*

1.1.5. Appoint Pension Auditor & Approve Fees

WHEREAS the Audit Committee has recommended that KPMG LLP be appointed as auditor for the annual financial statements of the British Columbia Lottery Corporation Pension Plan (the "Pension Auditor") for the year ending December 31, 2020;

NOW THEREFORE be it resolved that:

- 1. The Board appoint KPMG LLP as Pension Auditor for the year ending December 31, 2020 for a maximum fee amount of \$ 21 ; 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.*

1.1.6. Pension Plan Actuarial Valuation

WHEREAS the Corporation sponsors a pension plan known as The British Columbia Lottery Corporation Pension Plan (the "Plan");

WHEREAS the Board has reviewed the Plan Actuarial Valuation as at December 31, 2019 for Funding Purposes (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.*

1.1.7. Audit Services Charter

WHEREAS the Board has reviewed the Audit Services Charter;

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

NOW THEREFORE be it resolved that:

- 1. The Audit Services Charter 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.

1.1.8. Respectful Workplace Procedure

WHEREAS the Board has reviewed the revised Respectful Workplace Procedure (the "Workplace Procedure");

AND WHEREAS the Board has received a recommendation from the People and Culture Committee to approve the Workplace Procedure;

NOW THEREFORE be it resolved that:

1. *The Workplace Procedure 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.*

1.1.9. Committee Membership

WHEREAS the Board has reviewed the changes to the Committee membership (the "Committee Changes") which have been proposed by the Board Chair;

AND WHEREAS the Board has received a recommendation from the Governance and CSR Committee to approve the Committee Changes;

NOW THEREFORE be it resolved that the following individuals be appointed or reappointed, as the case may be, as members and, if indicated below, Chairs of the following Committees until their successors are appointed:

Audit Committee

*Joan Axford, Chair
Lisa Ethans
Dusty Kelly
Mario Lee*

Governance & Corporate Social Responsibility Committee

*Mario Lee, Chair
Joan Axford
Fiona Chan
Coro Strandberg*

People & Culture Committee

*Hilary Cassady, Chair
Zane Hansen
Dusty Kelly
Coro Strandberg*

Risk Committee

*Lisa Ethans, Chair
Hilary Cassady
Fiona Chan
Zane Hansen*

1.1.10. Change of Committee Name

WHEREAS the Board has considered a change of name for the Governance and Corporate Social Responsibility Committee to the "Governance and Social Purpose Committee" to better reflect the Committee's focus;

AND WHEREAS the Board has received a recommendation from the Governance and Corporate Social Responsibility Committee to approve the change of name;

NOW THEREFORE be it resolved that:

1. The change of name for the Governance and Corporate Social Responsibility Committee to the "Governance and Social Purpose Committee" be and hereby is 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.

1.1.11. Officer Changes

- a. WHEREAS Marie-Noelle Savoie has accepted the position of Chief Compliance Officer and Vice President, Legal, Compliance, Security with the Corporation;

NOW THEREFORE be it resolved that the appointment of Marie-Noelle Savoie as an officer of the Corporation effective s 22 is hereby ratified, confirmed and approved.

- b. WHEREAS Kevin Gass and Cameron Adams are no longer employed by the Corporation;

NOW THEREFORE be it resolved that the removal of Kevin Gass and Cameron Adams as officers of the Corporation effective s 22, respectively, is hereby ratified, confirmed and approved.

2. CORPORATE APPROVALS

1.1.4. Appoint External Auditor & Approve Fees

The Board Chair requested that the Audit Chair comment on the appointment of the external auditor. The Audit Chair noted that the KPMG LLP performance assessment had been completed by the Audit Committee, with staff support. Overall, it had been a good assessment.

The Board Chair noted that the External Auditor Appointment Process for the following year should begin in the Fall of 2020.

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

WHEREAS the Audit Committee has recommended that KPMG LLP be appointed as auditor for British Columbia Lottery Corporation's annual consolidated financial statements ("External Auditor") for the fiscal year ending March 31, 2021;

NOW THEREFORE be it resolved that:

1. The Board appoint KPMG LLP as External Auditor for the fiscal year ending March 31, 2021 for a maximum base fee amount of s 21 and a maximum supplementary fee amount of s 21 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.

2.1 Additional KPMG LLP Services

The Audit Chair noted that the Committee had requested that management consider the audit requirements for the lottery draw from a cost perspective. If external audit oversight is preferred, then an RFP process should be considered for next year.

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

WHEREAS the Audit Committee has recommended that the Board of Directors approve certain services to be provided by KPMG LLP;

NOW THEREFORE be it resolved that:

1. The engagement of KPMG LLP to provide the following services is hereby approved:
 - a. tax advisory services for the period of September 1, 2020 to August 31, 2021, inclusive, for a fee not to exceed s 21

- b. *discretionary advisory services for the period from September 1, 2020 to August 31, 2021, inclusive, for a fee not to exceed \$ 21*
 - c. *specified audit procedure services with respect to host financial assistance agreements for the period of September 1, 2020 to August 31, 2021, inclusive, for a fee not to exceed \$ 21*
 - d. *draw audit services for the period from September 1, 2020 to August 31, 2021, inclusive, for a fee not to exceed \$ 21*
 - e. *World Lottery Association recertification audit testing services for the period from May 26, 2020 to August 31, 2021, inclusive, for a fee not exceed \$ 21 and*
 - f. *specified GITC procedures for the Lotto Express system supporting Ontario Lottery and Gaming Corporation for the period from August 1, 2020 to August 31, 2021, inclusive, for a fee not exceed \$ 21 and*
2. *Any one 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 resolutions.*

2.2 Q1 Revised Forecast & Projections

Alan Kerr commented on the Q1 Revised Forecast & Projections, noting that an updated version had been circulated to the Board following the Audit Committee meeting. He confirmed that the updated version had been based on the assumptions that had been presented to the Audit Committee, including a September 1st casino reopening date.

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

WHEREAS the Board has reviewed the Corporation's forecast for fiscal year 2020/2021 and projections for fiscal years 2021/22 - 2024/25 (the "Q1 Revised Forecast & Projections");

AND WHEREAS the Audit Committee:

- a. *reviewed an earlier version of the Q1 Revised Forecast & Projections;*
- b. *was provided with the assumptions that would be used to prepare the current version of the Q1 Revised Forecast & Projections, and*
- c. *has recommended that the Board approve the current version of Q1 Revised Forecast & Projections, subject to it being based on the assumptions that were presented to the Committee, including a September 1st casino reopening date;*

AND WHEREAS Management confirms that the current version of Q1 Revised Forecast & Projections is based on the assumptions that were presented to the Committee, including a September 1st casino reopening date;

NOW THEREFORE be it resolved that:

- 1. *The Q1 Revised Forecast & 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.*

2.3 Board Terms of Reference

Christine Carter commented on the revised Board Terms of Reference (ToR), noting that further edits had been recommended by Board members in advance of the meeting, as follows:

- Update management titles and Committee names, as required;
- Amend the Timetable/Schedule to refer to quarter-ends, not calendar months;
- In section III Duties and Responsibilities – A. Governance at p. 14, delete "whenever possible"; and
- In section III – C. Corporate Strategy and Planning at p. 15 – v) reinsert "service plans" which was inadvertently removed.

Board members agreed with the further edits.

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

WHEREAS the Board has reviewed the revised Board Terms of Reference (the "Board ToR");

AND WHEREAS the Board has received a recommendation from the Governance and CSR Committee to approve the revised Board Manual, including the Board ToR;

NOW THEREFORE be it resolved that:

1. *The Board ToR, as amended during the meeting, 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.*

2.4 Revised Board Manual

Christine Carter advised that the revised Board Manual was substantially complete. However, the Timetables/Schedules for the Board and Committee ToRs would be brought forward to a future meeting.

Each of the Committees had reviewed their Terms of Reference and proposed minor amendments. Christine recommended that the Board Manual be approved with those amendments, as follows:

For all Committee ToRs:

- Update management titles and Committee names, if needed;
- Update the timetables to reference quarter-ends, instead of calendar months; and
- Ensure there is an orientation section in all Committee ToRs, matching the one that is proposed for the Governance and Social Purpose Committee.

For Governance and Social Purpose:

- Revise paragraph viii. to include "Committee composition, including Chairs,"; and
- Remove Section A.iii., and make corresponding amendments to the Guidelines, if needed.

For Risk:

- Delete "as needed" in Section II. E. of the ToR; and
- Revise the introductory section of the ToR to ensure consistency with the other Committees' ToR.

For Audit:

- Sec. III.E.iv. – remove the words "and/or investment mix" because they are redundant;
- Sec. III.E.iv. – revise the introductory language to: "After receiving input from the Pension Committee and investment consultant." to mirror the People & Culture Committee ToR;
- Sec. III.E.v. – remove the words "review and" because they are redundant; and
- Sec. III.E.v. – clarify that the People & Culture Committee has no responsibilities with respect to the Statement of Investment Policies and Procedures.

For People & Culture:

- Include a reference to "wellness", alongside the other items listed in section iii. of the People & Culture Committee Timetable to match the reference in the body of the ToR; and
- Remove any references to the Committee providing input to the Audit Committee on the pension investment managers.

Board members agreed with the recommended edits.

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

WHEREAS the Board has reviewed the revised Board Manual (the "Manual");

AND WHEREAS the Board has received a recommendation from the Governance and CSR Committee to approve the Manual;

NOW THEREFORE be it resolved that:

- 1. The Manual, with amendments recommended by the Committees for their Terms of Reference as noted during the meeting, 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.*

2.5 Board Evaluation Process

Christine Carter advised that the Governance and Social Purpose Committee had carefully deliberated over the Board evaluation process at its meeting the previous week. Committee members came to a consensus on the recommended board evaluation proposal, but requested that the fees be negotiated to reduce the cost.

Committee members also requested that the presentation of the Board evaluation results be deferred from the October meeting until a quieter time in the Board calendar.

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

WHEREAS the Board has reviewed the Board Evaluation Process proposals;

AND WHEREAS the Board has received a recommendation from the Governance and CSR Committee to approve one of the Board Evaluation Process proposals;

NOW THEREFORE be it resolved that:

- 1. The Board Evaluation Process proposal submitted by s 22 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.*

3. REPORT BY CHAIR

The Chair provided a brief report, noting that the Board Weekly Update would be moving to a monthly format. Board members had no questions.

4. REPORTS BY INTERIM PRESIDENT & MANAGEMENT

4.1 Interim President's Report

4.1.1 Strategic Plan (Implementation)

Greg Moore provided the Interim President's Report, noting the Organization Design initiatives that were underway. A discussion ensued regarding employees' survey responses to the organizational changes. Board members requested that survey target metrics be developed, as well as a timeline to achieve them. Board members also requested that further targets, goals and/or milestones be developed for the Organization Design initiatives.

Brad Desmarais noted that a consultant was being engaged to assist with workflow processes and the details of the organization design. A discussion ensued regarding the potential benefits of the new organization design.

Greg Moore continued his report with a discussion of the phases involved in a return to the office. Board members noted that if the Terms and Conditions of Employment were going to be amended to accommodate remote work on a long-term basis (or a policy/procedure on the same subject-matter was drafted), they should be brought forward to the People and Culture Committee and Board for approval.

Finally, Greg Moore provided a quick update on communications for the OneBCLC campaign.

4.2 Management Reports

4.2.1 Finance & Corporate Services

4.2.2 Operations

4.2.3 Business Technology

4.2.4 Social Purpose & Stakeholder Engagement

4.2.5 People & Culture

4.2.6 Legal, Compliance, Security

The Management Reports were taken as read. The Chair asked the Board members if they had any questions regarding each of the reports. A discussion ensued regarding the impacts of the Organization Design on the members of the new Operations division.

An update was also provided on casino oversight measures, as well as lottery crime risk. Board members requested that lottery crime diagnostics be prepared, so the Board could determine whether or not lottery crime risk should be more closely monitored.

Board members requested clarification on the timeline for development of the Corporation's social purpose. Peter ter Weeme provided details on the prospective process. Board members requested that the social purpose implementation plan be presented to the Governance and Social Purpose Committee, prior to both internal and external roll-out.

Board members also requested that the Multiculturalism report be provided to the Governance and Social Purpose Committee for information.

Board members requested and received an update on the integration of the marketing teams under Stakeholder Engagement, as well as an update regarding staffing and training mentioned in the People & Culture Report. Finally, a discussion ensued regarding the vagrancy rates around the Kamloops office, as noted in the Legal, Compliance and Security report.

4.3 Q1 Dashboard

Ryan Persaud presented the Q1 Dashboard. A discussion ensued regarding the goals and measures. Ryan noted that the Governance and Social Purpose Committee had approved a more comprehensive digital format for the Dashboard, in addition to the existing hard copy report.

4.4 Q1 ERM Report

The Q1 ERM Report was taken as read.

5. COMMITTEE REPORTS

The Chair advised that the Committee Reports would be deferred to the following morning.

ADJOURN MEETING

The meeting was adjourned at 5:42 pm and scheduled to resume the following morning at 8:30 am.

s 22

s 22 Chair s 22



**Minutes of the Meeting of the Board of Directors
held at 8:30 am (PT) 29 July 2020**

Location: Presentation Room – BCLC, 74 West Seymour Street, Kamloops, BC V2C 1E2

Board Present:

Peter Kappel	Chair
Joan Axford	
Fiona Chan	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Coro Strandberg	
Zane Hansen	

Board Regrets:

Hilary Cassady

Management Present:

Greg Moore	Interim President & CEO
Brad Desmarais	Chief Operating Officer
Alan Kerr	CFO & VP, Finance & Corporate Services
Marie-Noelle Savoie	CCO & VP, Legal, Compliance, Security
Pat Davis	CIO & VP, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Yabome Gilpin-Jackson	Chief People Officer
Garth Pieper*	Director, Operations (Item 8.1.1.1)
Ryan Persaud*	Director, Business Intelligence (Item 8.1.1.1)
Rod Osborne*	Senior Manager, Decision Support (Item 8.1.1.1)
Gene Wong*	Manager, Decision Support CCG (Item 8.1.1.1)
Jennifer Smith	Senior Legal Counsel
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

Guest Attendees:

s 22

s 22

*

s 22

HLT Advisory Inc. (Item 6.1)

(*Attending in part)

Peter Kappel took the Chair at 8:30 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 8:30 am.

The Chair advised that agenda item no. 5. Committee Reports would be deferred until later in the meeting.

6. BOARD EDUCATION

6.1 Report Card on Casino Gaming

The Chair introduced s 22 to the Board attendees.

s 22 presented the Report Card on Casino Gaming, outlining the gaming industry by province. He noted the growth trends over time and, in particular, the fact that the gaming industry is growing online. He also presented statistics on the demographics of the customer base across Canada.

s 22 noted supply and demand trends, advising that gaming industry growth generally has not kept pace with population growth. He attributed this fact to the current mix of products being less appealing to future generations than in the past.

s 22 also presented statistics on casino supply and profitability across Canada, as well as different types of casino models. He commented on locations that could use more casino facilities to meet market demand. He also provided statistics on lottery profitability.

Finally, s 22 presented statistics on other gaming sectors, such as e-gaming. A discussion ensued regarding 'tax and regulate' systems, as well as government-run gaming models versus private sector. It was noted that the most successful jurisdictions have balanced the private sector and public sector involvement.

A further discussion ensued regarding the grey market and its potential negative impact on player health. It was also noted that BCLC has been engaging in smart reinvestment to develop new customers. s 22

s 22 cautioned BCLC to continue protecting its base business, while spending an appropriate amount on new and improved products.

s 22 left the meeting.

7. CORPORATE OPERATIONS

7.1 Reporting to Government

Greg Moore advised that there was nothing to report at this time.

7.2 Lottery Transformation Project Status Update

Pat Davis provided a status update on the Lottery Transformation Project, noting the impact of the COVID-19 pandemic. A discussion ensued regarding budget allocation and timing delays for one aspect of the project. Board members also received confirmation of vendor viability.

Board members requested a copy of the presentation slides following the meeting. The Chair moved back to agenda item no. 5. Committee Reports.

5. COMMITTEE REPORTS

5.1 Audit Committee

Joan Axford provided the Audit Committee report, noting the time spent on the pension valuation report.

5.2 Governance & Social Purpose Committee

Mario Lee provided the Governance and Social Purpose Committee report, noting that most of the Committee's agenda items were mentioned at the Board meeting the previous day.

5.3 People & Culture Committee

Dusty Kelly provided the People and Culture Committee report, noting the action items arising from the meeting, as well as the New Performance Management Assessment process.

5.4 Risk Committee

Lisa Ethans provided the Risk Committee report, noting the items that had not been discussed at the Board, such as insurance protocols. She advised that BCLC is recruiting for the role of Director of Procurement and that vendor risk management will be considered in more detail after the role is filled.

8. OTHER BUSINESS

8.1. In camera Sessions

The Chair proposed that the *in camera* sessions be reordered as follows:

- **8.1.2.2. Lottotech Directors & Officer;**
- **8.1.2.5. Whistleblower Report;**
- **8.1.2.4. Proposed 2021 Meeting Schedule;**
- **8.1.2.3. Emergency Succession Plan for Board;**
- **8.1.1.3. Lottery Draw Controls;**
- **8.1.1.1. Service Provider Financial Support; and**
- **8.1.1.2. Interim CEO – Goals & Objectives.**

Agenda item no. 8.1.2.1. CEO Role Profile & Terms of Reference was deferred to a future meeting. The Chair also proposed that s 22 join the session regarding Service Provider Financial Support. Board members had no questions or concerns.

The Board went in camera with the Interim CEO, COO, CFO and Senior Legal Counsel at 10:57 pm, concluding at 11:10 pm.

8.1.2.2. Lottotech Directors & Officers

Board members agreed to defer to Management on the selection of the Lottotech directors & officers. They requested that an annual review of the Lottotech directors and officers be added to the Board Terms of Reference.

8.1.2.5. Whistleblower Report, if any

Mario Lee noted that there was a nil report for this quarter.

8.1.2.4. Proposed 2021 Meeting Schedule

Christine Carter advised that she had been notified of a conflict with the proposed Board meeting date of Wednesday, October 27th, 2021. She advised that Management proposed to change the date to Thursday, October 28th. Board members requested that the proposed 2021 meeting schedule, including the revised October Board meeting date, be circulated after the meeting, so that Board members could check for further conflicts.

8.1.2.3. Emergency Succession Plan for Board

Christine Carter noted that the Board had agreed at the April 6th meeting to an Emergency Succession Plan to replace the existing Board and Committee Chairs, in case of illness, as follows:

- People & Culture Committee - Dusty Kelly
- Risk Committee - Fiona Chan
- Governance & Social Purpose Committee - Coro Strandberg
- Audit Committee - Peter Kappel
- Board of Directors - Mario Lee

The Board had agreed that a Committee member with an accounting designation should replace Joan Axford as Audit Chair, if needed. Peter Kappel had kindly stepped forward because Lisa Ethans was already acting as Chair for the Risk Committee. However, BCLC's Bylaws indicate at paragraph 5.8(b) that any acting Chair for a Committee must be a voting member of the Committee.

As Board Chair, Peter Kappel is an ex-officio member of the Audit Committee and, therefore, a non-voting member, pursuant to paragraph 4.2 of the Bylaws. Accordingly, Christine proposed that Lisa Ethans act as the Emergency Succession Chair for Audit, notwithstanding the fact that she is also Chair for Risk.

Board members agreed to the change to the Emergency Succession Plan.

8.1.1.3. Interim CEO – Lottery Draw Controls

Greg Moore provided a brief update on the Lottery Draw Controls.

8.1.1. Interim CEO, COO, CFO & Staff

8.1.1.1 Service Provider Financial Support

The Board went *in camera* with the Interim CEO, COO, CFO, Director of Operations, Director of Business Technology, Senior Manager of Decision Support and Manager of Business Planning, as well as s 22 at 11:10 pm, concluding at 12:37 pm.

Lisa Ethans left the meeting at 12:15 pm.

Joan Axford and Christine Carter left the meeting at 12:30 pm to catch a previously scheduled flight. Suzanne Rowley acted as recording secretary for the remainder of the meeting.

Board members requested that a revised presentation deck be provided to the Chair for circulation to the Board. They also requested that Management provide a detailed term sheet, which includes commission rates, for consideration.

8.1.1.2. Interim CEO – Goals & Objectives

The Board went *in camera* with the Interim CEO at 12:37 pm, concluding at 12:53 pm.

Board members requested that revised Interim CEO Goals and Objectives be prepared, based on the feedback during the meeting, and circulated to the People & Culture Committee members. The Board also requested that a People & Culture Committee meeting be scheduled in August to consider the revised Interim CEO Goals & Objectives.

Finally, Board members requested that a Board meeting be scheduled to approve the revised Interim CEO Goals & Objectives, as well as the Service Provider Financial Support, if appropriate.

9. NEXT MEETING

There being no further business, the meeting was terminated at 12:53 pm.

The next meeting is scheduled for 22 September 2020 in Vancouver.

s 22

Chair

s 22



**Minutes of the Meeting of the Board of Directors
held at 9:00 am (PT) 22 September 2020**

Location: R4 Meeting Room – BCLC, 2940 Virtual Way, Vancouver, BC V5M 0A6

Board Present:

Peter Kappel	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Coro Strandberg	
Zane Hansen	

Management Present:

Greg Moore	Interim President & CEO
Brad Desmarais	Chief Operating Officer
Alan Kerr	CFO & VP, Finance & Corporate Services
Marie-Noelle Savoie*	CCO & VP, Legal, Compliance, Security
Pat Davis*	CIO & VP, Business Technology
Peter ter Weeme*	Chief Social Purpose Officer & VP, Player Experience
Yabome Gilpin-Jackson*	Chief People Officer
Chris Fairclough*	Director, Social Purpose & Stakeholder Engagement
Jennifer Smith	Senior Legal Counsel
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

Guest Attendees:

s 22	*	s 22	BB & Co. Strategic Storytelling (Item 4.2)
s 22	*		Strategic Storyteller, BB & Co. Strategic Storytelling (Item 4.2)
s 22	*		Gamification Specialist (Item 4.2)
s 22	*	s 22	HLT Advisory Inc. (Item 5.1.1.1)

(*attending in part)

Peter Kappel took the Chair at 9:00 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 9:00 am.

1 IN CAMERA SESSION

The Board went *in camera* at 9:00 am, concluding at 9:05 am.

2 CONSENT AGENDA

2.1. Agenda

2.1.1. Action Items List for Reference

Greg Moore, Alan Kerr and Brad Desmarais joined the meeting. On motion duly made and carried, the agenda and the following resolutions were adopted:

2.2. Appointment of People & Culture Committee Chair

WHEREAS the Board has reviewed the appointment of the People & Culture Committee Chair which has been proposed by the Board Chair;

NOW THEREFORE be it resolved that Teresa (Dusty) Kelly be appointed as Chair of the People & Culture Committee until her successor is appointed.

2.3. Pension Committee Membership

WHEREAS the Pension Committee has recommended updates to its membership to reflect changes in staff;

AND WHEREAS the Board has received a recommendation from the People and Culture Committee to approve such updates;

NOW THEREFORE be it resolved that:

- 1. The following individuals be appointed or reappointed, as the case may be, as the members of the Pension Committee:*

*Alan Kerr
Yabome Gilpin-Jackson
Sandra Austin
Michelle Webb
Stephanie Glen
Rob Annett
Leon Bresler*

- 2. All changes to the Pension Committee membership during the period from September 16, 2019 to present are hereby authorized, approved, ratified and confirmed.*

3 CORPORATE APPROVALS

3.1. Financial Information Act Report

Alan Kerr presented the proposed Financial Information Act Report, noting the legislative requirement for the report and the recommended content. A discussion ensued regarding some of the content. Further amendments were suggested by management, such that the Board proposed approval of the proposed FIA Report, with further amendments to be approved by the Board Chair.

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

WHEREAS the Board has reviewed the Statements of Financial Information to be filed in accordance with the Financial Information Act for the fiscal year ended March 31st, 2020 (the "FIA Report");

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

NOW THEREFORE be it resolved that:

- 1. The FIA Report is hereby approved, with further amendments to be approved by the Board Chair; 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.*

4 OPERATIONS

4.1. Draft Mandate Letter Priorities

The discussion of the draft Mandate Letter priorities was postponed due to the upcoming provincial election.

Marie-Noelle Savoie, Pat Davis, Peter ter Weeme, Yabome Gilpin-Jackson, Chris Fairclough, s 22
s 22 joined the meeting.

4.2. Social Purpose Presentation

Peter ter Weeme introduced the guest speakers and discussed social purpose within the framework of the current socio-economic context. Chris Fairclough explained the Corporation's social purpose journey to date.

s 22 discussed some of the social purpose options that had been developed for the Corporation in consultation with various stakeholders. s 22 explained how gamification could be used to further the Corporation's social purpose.

Chris Fairclough discussed some of the benefits of the social purpose options from an enterprise-wide, employee and player perspective. A discussion ensued regarding the relative merits of each of the three social purpose options presented.

Board members noted that there should be some continuity between the Corporation's existing values and the new social purpose. They also noted that implementation was critical and requested clarification as to when an implementation plan would be presented. Peter ter Weeme confirmed that an implementation plan would be presented at the October meeting.

Board members advised that further refinement and clarification was required before a social purpose for the Corporation could be determined.

5 OTHER BUSINESS

5.1. In Camera Session

5.1.1 Interim CEO, CFO & COO

The Board went in camera with the Interim CEO, CFO, COO, Chief Social Purpose Officer and s 22 at 12:01 pm, concluding at 1:13 pm.

5.1.1.1. Update on SP Financial Health

Greg Moore, Alan Kerr and Brad Desmarais provided an update on Service Provider Financial Health. A lengthy discussion ensued. s 22 left the meeting.

5.1.2 Interim CEO

The Board went *in camera* with the Interim CEO at 1:13 pm, concluding at 1:27 pm.

5.1.2.1. Interim CEO – Goals & Objectives

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

WHEREAS the Board has reviewed the annual goals and objectives for the Interim CEO for the fiscal year ending March 31, 2021 (the "Interim CEO Objectives");

AND WHEREAS the Board has received a recommendation from the People and Culture Committee to approve the Interim CEO Objectives;

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

5.1.2.2. Interim CEO Report

Greg Moore provided the Interim CEO report. The Board members had no questions.

5.1.3 Board

The Board went *in camera* at 1:27 pm, concluding at 2:17 pm.

5.1.3.1. Interim CEO Compensation

This item was deferred.

5.1.3.2. CEO Update

The Board Chair provided the CEO update and a discussion ensued.

Coro Strandberg left the meeting at 1:35 pm.

Hilary Cassady left the meeting at 1:44 pm.

Lisa Ethans left the meeting at 1:58 pm.

6 NEXT MEETING

There being no further business, the meeting adjourned at 2:17 pm.

The next meeting is scheduled for 22 October 2020 in Vancouver.

s 22

Chair _____



Minutes of the Meeting of the Board of Directors held at 9:00 am (PT) 22 October 2020

Location: R4 Meeting Room – 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	
Zane Hansen	

Management Present:

Greg Moore	Interim President & CEO
Brad Desmarais	Chief Operating Officer
Alan Kerr	CFO & VP, Corporate Services
Marie-Noelle Savoie	CCO & VP, Legal, Compliance, Security
Patrick Davis	CIO & Vice President, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Yabome Gilpin-Jackson	Chief People Officer
Stewart Groumoutis*	Director, eGaming Operations
Sam MacMillan*	Senior Manager, Digital Enterprise Marketing
Claire Bennett*	Senior Legal Counsel
Jessica Van Hoogevest	General Counsel
Christine Carter	Corporate Secretary
Jennifer Smith	Senior Legal Counsel
Suzanne Rowley	Assistant Corporate Secretary

(*attending in part)

Peter Kappel took the Chair at 9:00 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 9:00 am.

IN CAMERA SESSION

The Board went *in camera* at 9:00 am, concluding at 9:23 am.

1 CONSENT AGENDA

1.1.1 Agenda

1.1.1.1 Action Items List for Reference

1.1.2 Minutes of 28-29 July 2020

The minutes of the 28-29 July 2020 meeting were presented. The Board members had no comments on the minutes.

On motion duly made and carried, the agenda was adopted, the minutes of the meeting were approved and the following resolutions were adopted:

1.1.3 Q2 Financial Statements

WHEREAS the Board has reviewed the financial statements for the second quarter of the fiscal year 2020/2021;

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 2020/2021 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.*

1.1.4 Pension Plan Governance Documents

1.1.4.1. Funding & Governance Policies

1.1.4.2. Pension Plan Administration Manual

1.1.4.3. Pension Plan Text Amendment

1.1.4.4. Triennial Governance Review

WHEREAS the Board has reviewed the revised Pension Plan Funding Policy, the revised Pension Plan Governance Policy, the revised Pension Plan Administration Manual, the amendments to the British Columbia Lottery Corporation Pension Plan and the Triennial Plan Assessment Report for the Period from 2017 to 2019;

AND WHEREAS the Board has received recommendations from the People and Culture Committee and the Audit Committee to approve or accept, as presented, such documents;

NOW THEREFORE be it resolved that:

- 1. The Board approves the:*
 - a. Revised Pension Plan Funding Policy;*
 - b. Revised Pension Plan Governance Policy;*
 - c. Revised Pension Plan Administration Manual, as amended by the Committees; and*
 - d. Amendments to the British Columbia Lottery Corporation Pension Plan;*
- 2. The Board accepts, as presented, the Triennial Plan Assessment Report for the Period from 2017 to 2019; and*
- 3. 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.*

1.1.5 Compensation Philosophy & Plan

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

AND WHEREAS the Board has received a recommendation from the People and Culture Committee to approve the BCLC Compensation Philosophy and Plan;

NOW THEREFORE be it resolved that:

- 1. The Board approves the BCLC Compensation Philosophy and Plan; 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.*

1.1.6 Compensation Review & Salary Planning (Merit Increase – F21/22)

WHEREAS the Board has reviewed Management's proposal to provide merit increases for all eligible employees and Management effective April 1, 2021;

AND WHEREAS the Board has received a recommendation from the People and Culture Committee to approve the merit increases;

NOW THEREFORE be it resolved that:

- 1. The Board approves a merit increase for all eligible employees and management of an average 2.5 percent increase to base salary, as defined by the B.C. Public Sector Employers' Guide to Accountable Compensation, to be effective as of and from April 1, 2021; 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.*

1.1.7 Diversity & Inclusion

1.1.7.1 Draft Employee Policy

WHEREAS the Board has reviewed the Diversity, Inclusion and Belonging Policy for employees;

AND WHEREAS the Board has received a recommendation from the People and Culture Committee to approve the Diversity, Inclusion and Belonging Policy for employees;

NOW THEREFORE be it resolved that:

- 1. The Board approves the Diversity, Inclusion and Belonging Policy; 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.*

2 CORPORATE APPROVALS

2.1 Treasury Board Submission - Q2 Revised Forecast

Alan Kerr presented the Q2 Revised Forecast and invited questions from the Board members. The Audit Chair commented on the discussion that occurred at the Audit Committee meeting earlier in the week. The Board members had no questions.

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

WHEREAS the Board has reviewed the Corporation's forecast for fiscal year 2020/2021 and projections for fiscal years 2021/22- 2024/25 (the "Q2 Revised Forecast & 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 & 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.*

2.2 Pension Plan Infrastructure Investment Manager

Alan Kerr reviewed the process undertaken by the Pension Committee to determine the appropriate Pension Plan Infrastructure Investment Manager. He noted that he had also gathered information in response to a query made at the Audit Committee meeting regarding the recommended investment manager's conflict of interest policy.

Lisa Ethans, as the Board's liaison to the Pension Committee, also commented on the due diligence involved in determining the appropriate investment manager. She noted that it had included an examination of the investment manager's risk profile, as well as a cost-benefit analysis.

Board members noted that the recommended investment manager had hired one of the global experts on climate change as their Head of ESG.

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

WHEREAS the Board has reviewed the recommendation of the investment manager for the infrastructure asset class;

AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the investment manager, subject to receipt of the Committee's requested information regarding transparency;

NOW THEREFORE be it resolved that:

1. *Brookfield Asset Management Inc. is hereby approved as the investment manager for the infrastructure asset class of the British Columbia Lottery Corporation Pension Plan; 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.*

2.3 External Auditor Appointment Process

The Audit Chair commented on the External Auditor Appointment Process, noting that it's standard practice to perform the open bid process approximately every 5 years. Board members noted that approving the start of an open bid process at the end of the following year made sense in the current environment.

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

WHEREAS Management has recommended that the Corporation proceed with an open bid process for the external audit for the fiscal year ending March 31, 2023 (the "Open Bid Process");

AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the Open Bid Process;

NOW THEREFORE be it resolved that:

1. *The Open Bid Process 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.*

3 REPORT BY CHAIR

The Chair commended Management for fostering excellent government relations throughout the COVID pandemic.

4 REPORTS BY INTERIM PRESIDENT & MANAGEMENT

4.1 Interim President's Report

Verbal

4.1.1 Strategic Plan (Implementation)

4.1.2 Update on Communications re: Third Party Cyber-Security Risk

Greg Moore provided the Interim President's Report, noting that the organization was considering moving into Phase 2 of their pandemic response. He also commented on an upcoming lottery initiative. Board members received further details regarding the player health precautions related to the new initiative.

Greg Moore also noted that BCLC was a Lottery Ticket Finalist for the North American Association of State and Provincial Lotteries' "Best New Instant Innovation Award". Board members requested a future presentation on similarly innovative product initiatives.

Greg Moore commented on the root cause and impacts of a recent system outage, then outlined some recent corporate achievements, as well as a diversity and inclusion event. A discussion ensued regarding other diversity and inclusion events sponsored by the organization. The Board members provided suggestions for methods of further embedding diversity and inclusion throughout operations.

Greg Moore provided an update on the progress of project realignment for FY21, as well as the acceleration of some critical projects. Board members questioned the impact on resources and the budget of the

acceleration. Greg Moore confirmed that the projects were still within budget. A discussion ensued regarding player data, marketing and privacy concerns.

Board members requested that a speaker be arranged for the following year's strategy session, which could discuss such topics as known play, blockchain or artificial intelligence. Board members also requested that an update be provided on the return on investment, budget and timeline for one of the critical projects.

4.2 Management Reports Information Only

4.2.1 Finance & Corporate Services

4.2.2 Operations

4.2.3 Business Technology

4.2.4 Social Purpose & Player Experience

4.2.5 People & Culture

4.2.6 Legal, Compliance, Security

The Chair noted that the Management Reports would be taken as read, and invited questions from the Board. Board members requested that a tabletop cyber-security exercise be organized for the Board. They also requested that an evaluation of the results of a recent marketing campaign be presented at a future Board meeting. A discussion ensued regarding the engagement of external counsel, as well as recent employee turnover.

4.3 Q2 Dashboard Discussion

The Chair advised that the Q2 Dashboard was taken as read, and invited questions from the Board. The Board members had no questions.

4.4 Q2 ERM Report Information

The Chair noted that the Q2 ERM Report was taken as read, and invited questions from the Board. The Board members had no questions.

5 COMMITTEE REPORTS

5.1 Audit Committee Discussion

Joan Axford provided the Audit Committee report, noting that most of the Audit Committee meeting had been devoted to discussion of approval items, which had already been mentioned earlier in the Board meeting. She also noted that the External Audit plan had been reviewed and an update had been provided on the Finance Transformation project.

5.2 Governance & Social Purpose Committee Discussion

Mario Lee delivered the Governance and Social Purpose Committee report, noting that there had been a presentation on the social purpose process, as well as on low-income gambling. An update was also received on the Board Evaluation process.

5.3 People & Culture Committee Discussion

Dusty Kelly provided the People & Culture Committee report, noting that most of the People & Culture Committee meeting had been devoted to discussion of items, which had already been mentioned earlier in the Board meeting. She also noted that the Committee focused on Diversity, Inclusion and Belonging, as well as the Employee Engagement Survey.

5.4 Risk Committee Discussion

Lisa Ethans delivered the Risk Committee report, noting that most of the Risk Committee meeting had been devoted to discussion of items, which had already been mentioned earlier in the Board meeting. She also noted that the recent employee turnover had been discussed at the meeting as a possible ongoing people risk. A discussion ensued regarding enterprise-wide risk assessment.

6 BOARD EDUCATION

6.1 Advertising Strategy – Grey Market

Discussion

Stewart Groumoutis, Director of eGaming Operations, and Sam MacMillan, Senior Manager of Digital Enterprise Marketing, provided a presentation on the advertising strategy in relation to the grey market. Peter ter Weeme noted that there was a sponsorship strategy as well.

Stewart Groumoutis and Sam MacMillan also commented on strategic growth. A discussion ensued regarding opportunities for market expansion. Board members requested a future Board presentation on the potential opportunities for attracting players from other markets.

7 CORPORATE OPERATIONS

7.1 Reporting to Government

Discussion

7.1.1 Draft Mandate Letter

The Chair noted that this item had been deferred until after the election.

7.2 Social Purpose Next Steps

Greg Moore commented on the next steps in the social purpose process, noting that a new advisor would be consulted. The Board members noted that the language of the social purpose needed to be clear and to resonate strongly with stakeholders.

During the lunch break, Jessica Van Hoogevest, General Counsel & Director of Information Management, and Claire Bennett, Senior Legal Counsel, provided a presentation regarding the Supreme Court of Canada decision in the Babstock case, then answered questions from the Board members.

8 OTHER BUSINESS

8.1 In camera Session

8.1.1 Interim CEO & Executive and Garth Pieper and Cynki Taylor.

8.1.1.1 SP Financial Support

The Board went *in camera* with the Interim CEO & Executive at 1:26 pm, concluding at 2:26 pm.

Board members noted that if a new Treasury Board submission is prepared, it will need to be brought forward to the Board for approval.

8.1.2 Interim CEO & Chief People Officer

The Board went in camera with the Interim CEO & Chief People Officer at 2:26 pm, concluding at 3:14 pm.

8.1.2.1 Organization Design

8.1.2.1.1 Organization Structure Risk Assessment – Progress Update

8.1.2.1.2 Implementation Plan

Greg Moore provided an update on the public inquiry. Board members requested an update on the public inquiry at each Board meeting going forward. Greg Moore then presented the update on the Organization Design and responded to questions from the Board.

8.1.2.2. Interim CEO Succession Plan

The Board received the Interim CEO Succession Plan.

8.1.2.3. Executive Management Succession Plan

The Board reviewed the Executive Management Succession Plan.

8.1.3. Chief People Officer

8.1.3.1. CEO Success Profile

The Board went *in camera* with the Chief People Officer at 3:14 pm, concluding at 4:01 pm.

Yabome Gilpin-Jackson offered to arrange an unconscious bias training session for the Board.

The Board went *in camera* with the Interim CEO at 4:01 pm, concluding at 4:30 pm.

9 NEXT MEETING

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

The next meeting is scheduled for 3 December 2020 in Vancouver.

s 22

Chair



**Minutes of the Meeting of the Board of Directors
held at 3:15 pm (PT) 18 November 2020**

Location: Videoconference

Board Present:

Peter Kappel Chair
Joan Axford
Hilary Cassady
Fiona Chan
Lisa Ethans
Dusty Kelly
Mario Lee
Coro Strandberg
Zane Hansen

Management Present:

Christine Carter Corporate Secretary
Suzanne Rowley Assistant Corporate Secretary

Peter Kappel took the Chair at 3:19 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 3:19 pm.

1 IN CAMERA SESSION

1.1 Board

The Board went *in camera* at 3:19 pm, concluding at 4:56 pm.

The Board noted that it was in receipt of a resignation letter from the Interim President and CEO effective as of s 22 . Upon deliberation, the Board confirmed that the direction would be to proceed with a potential offer to an internal candidate, subject to receipt of the appropriate government and PSEC approvals. It was noted that further updates would be provided, along with appropriate resolutions, at the January meetings. A communications plan would also be developed.

2 NEXT MEETING

There being no further business, the meeting was terminated at 4:56 pm.

The next meeting is scheduled for 3 December 2020 in Vancouver.

s 22

Chair



**Minutes of the Meeting of the Board of Directors
held at 12:00 pm (PT) 3 December 2020**

Location: Via videoconference

Board Present:

Peter Kappel	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Coro Strandberg	
Zane Hansen	

Management Present:

Greg Moore	Interim President & CEO
Brad Desmarais	Chief Operating Officer
Alan Kerr	CFO & VP, Finance & Corporate Services
Marie-Noelle Savoie	CCO & VP, Legal, Compliance, Security
Pat Davis	CIO & VP, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Yabome Gilpin-Jackson	Chief People Officer
Kevin deBruyckere*	Director, AML & Investigations (Item No. 4.1)
Bal Bamra*	Manager, AML Intelligence (Item No. 4.1)
Chris Fairclough*	Director, Social Purpose & Stakeholder Engagement (Item No. 5.2)
Garth Pieper*	Director, Operations (Item No. 6.1.1.1)
Rod Osborne*	Senior Manager, Decision Support (Item No. 6.1.1.1)
Jessica Van Hoogevest	General Counsel & Director, Information Management
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

Observers & Guests: s 22
s 22 * Plenty Consulting (Item No. 5.2)
Plenty Consulting (Item No. 5.2)

Peter Kappel took the Chair at 12:05 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 12:05 pm.

IN CAMERA SESSION

The Board went *in camera* at 12:05 pm, concluding at 12:27 pm.

1 CONSENT AGENDA

1.1 Agenda

1.1.1 Action Items List for Reference

1.2 Minutes of 22 September & 22 October 2020

The minutes of the 22 September and 22 October 2020 meeting were presented. The Board members had no comments.

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

2 REPORT BY CHAIR

The Chair advised that the report consisted of organizational items, which had already been addressed during the Board's *in camera* session.

3 REPORT BY INTERIM PRESIDENT

3.1 Interim President's Report

Verbal

Greg Moore provided the Interim President's Report, noting that the Corporation had won the NASPL award for Best New Instant Innovation. He also provided an update on the P360 and OneBCLC initiatives. A discussion ensued regarding the timeline, milestones and challenges encountered for the initiatives.

4 BOARD EDUCATION

4.1 Annual AML Compliance Training & Update

Kevin deBruyckere and Bal Bamra joined the meeting. Kevin noted that Bal Bamra was the Manager of AML Intelligence and a key member of the AML team. He provided an overview of AML and a quick case study. A discussion ensued regarding the various stages of money laundering and BCLC's proactive approach to preventing it.

Bal Bamra outlined the key AML responsibilities and the manner in which BCLC complied with each of them. A discussion ensued regarding the methods used to ensure that AML controls remain strong as casinos prepare to reopen. Kevin and Bal left the meeting.

5 CORPORATE OPERATIONS

5.1 Draft Service Plan

Peter ter Weeme presented the draft Service Plan, noting that formal guidelines had not been received from the government yet. The Board members made recommendations for information to include in the service plan, if permitted under government guidelines. It was noted that the government reporting deadline for the Service Plan had been extended.

5.2 Social Purpose Update

Chris Fairclough joined the meeting.

s 22 of Plenty Consulting also joined the meeting and presented the update on social purpose. s 22 presented three potential social purpose options, noting that one of the options was more conservative and one was more aspirational. Peter ter Weeme advised that the language of the three options had been reviewed with the Director of Player Health.

A discussion ensued regarding the three social purpose options, their impact on the BCLC brand and how they might be operationalized. s 22 provided an outline of the next steps, including a more detailed presentation at the January Board meeting.

s 22 and Chris Fairclough left the meeting.

5.3 Budget Process Update

Alan Kerr provided an update on the budget process, noting that there was much greater transparency now. He advised that some inconsistencies in categorization throughout the organization had been uncovered which would become aligned during the process.

Alan also provided some highlights of the FY22 budget which was under development. A discussion ensued regarding potential efficiencies related to the organization redesign.

5.4 Draft BCLC Mandate Letter F21/22, if any

Greg Moore advised that no mandate letter had been issued by the government yet.

6 OTHER BUSINESS

6.1 *In camera* Session

Discussion

6.1.1 Interim CEO & Executive

6.1.1.1. SP Financial Support

The Board went *in camera* with the Interim CEO and Executive team at 3:15 pm, concluding at 4:52 pm.

Garth Pieper and Rod Osborne joined the meeting and provided an update on SP Financial Support.

The Board concurred with management's proposal to provide a revised submission to the Treasury Board for temporary enhancement of Service Provider (SP) commissions. The Board was also comfortable with management's decision to reimburse SPs for the electrical power and labour costs associated with keeping Electronic Gaming Devices operational while SP facilities were closed due to COVID-19.

Finally, the Board confirmed that management may proceed with further analysis regarding a possible option to provide SPs with additional financial assistance to enable operations to safely resume, when the Provincial Health Officer determines it is appropriate to do so.

6.1.1.2. OSA Amendment, if any

Brad Desmarais advised that there was no OSA amendment proposed at this time.

Garth Pieper and Rod Osborne left the meeting.

6.1.2 Interim CEO & Executive (cont'd)

6.1.2.1. Public Inquiry Update

Greg Moore provided an update on the Public Inquiry.

6.1.3 Board

6.1.3.1. Whistleblower Report, if any

The Board went *in camera* at 4:52 pm, concluding at 5:17 pm.

7 NEXT MEETING

There being no further business, the meeting was terminated at 5:17 pm.

The next meeting is scheduled for 12 January 2020 in Vancouver.

s 22

Chair



Minutes of the Meeting of the Board of Directors held at 9:00 am (PT) 12 January 2021

Location: Via MicroSoft Teams

Board Present:

Peter Kappel Chair
Joan Axford
Hilary Cassady
Fiona Chan
Lisa Ethans
Dusty Kelly
Mario Lee
Coro Strandberg
Zane Hansen

Management Present:

Greg Moore	Interim President & CEO
Brad Desmarais	Chief Operating Officer
Alan Kerr	CFO & VP, Corporate Services
Marie-Noelle Savoie	CCO & VP, Legal, Compliance, Security
Patrick Davis	CIO & Vice President, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Yabome Gilpin-Jackson	Chief People Officer
Charlene Nielson*	Director, Product Management & P360 Strategy (Item 2.2)
Dan Beebe*	Director, Lottery Strategic Development (Item 2.3)
Shirley Beveridge*	Director, Enterprise Services (Item 2.3)
Chris Fairclough*	Director, Social Purpose & Stakeholder Engagement (Item 6.2)
Stewart Groumoutis*	Director, eGaming Operations (Item 4.1.2)
Ryan Persaud*	Director, Business Intelligence (Item 4.3)
Chris So*	Senior Product Specialist (Item 2.2)
Narelle Peng*	Product Specialist (Item 2.2)
Jessica Van Hoogevest	General Counsel
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

Guest Attendees:

s 22	*	s 22	Plenty Consulting (Item 6.2)
s 22	*	s 22	Plenty Consulting (Item 6.2)
s 22	*	s 22	McLaughlin & Associates (Item 7.1.3.1)

(*attending in part)

Peter Kappel took the Chair at 9:05 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 9:05 am.

IN CAMERA SESSION

The Board went *in camera* at 9:05 am, concluding at 9:15 am.

1 CONSENT AGENDA

1.1 Agenda

1.1.1 Action Items List for Reference

1.2 Minutes of 18 November 2020 & 3 December 2020

The minutes of the 18 November 2020 & 3 December 2020 meetings were presented. The Board members had no comments on the minutes. The Chair noted that agenda item no. 1.8 Board & Committee ToR – Timetables would be moved out of the Consent Agenda, so that further edits could be discussed.

The Chair also noted that the following agenda items would be deferred to a later meeting: 1.10. Lead Director Terms of Reference, 1.11. First Nations Communications Protocol and 1.13. Officer Appointment.

On motion duly made and carried, the agenda was adopted, the minutes of the meeting were approved and the following resolutions were adopted:

1.3 Q3 Financial Statements

WHEREAS the Board has reviewed the financial statements for the third quarter of fiscal year 2020/2021;

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 third quarter of fiscal year 2020/2021 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.*

1.4 Statement of Investment Policies & Procedures

WHEREAS the Board has reviewed the British Columbia Lottery Corporation Pension Plan's amended Statement of Investment Policies and Procedures ("SIPP");

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

NOW THEREFORE be it resolved that:

- 1. The Board approves the SIPP; 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.*

1.5 ERMS Charter and

1.6 ERMS Policy

WHEREAS the Board has reviewed Management's proposed Enterprise Risk Management Services Charter (the "Charter") and the Enterprise Risk Management Policy (the "Policy");

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

NOW THEREFORE be it resolved that:

- 1. The Charter and 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.*

1.7 Board Diversity & Inclusion Policy

WHEREAS the Board has reviewed the Board Diversity, Inclusion and Belonging Policy;

AND WHEREAS the Board has received a recommendation from the People & Culture Committee to approve the Board Diversity, Inclusion and Belonging Policy;

NOW THEREFORE be it resolved that:

- 1. The Board approves the Board Diversity, Inclusion and Belonging Policy; 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.*

1.9 Revised Committee Guidelines

WHEREAS the Board has reviewed the revised Committee Guidelines;

AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve the revised Committee Guidelines;

NOW THEREFORE be it resolved that:

- 1. The Board approves the Committee Guidelines; 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.*

1.12 Revised Individual Director ToR – Absence

WHEREAS the Board has reviewed the revised Individual Director Terms of Reference (“Director ToR”);

AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve the Director ToR;

NOW THEREFORE be it resolved that:

- 1. The Board approves the Director ToR; 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.*

1.14 BCLC Annual Resolution

RESOLVED that:

- 1. The following are appointed officers of the Corporation for fiscal year 2021-2022 or until their successors are appointed:*

<i>Brad Desmarais</i>	<i>Chief Operating Officer</i>
<i>Alan Kerr</i>	<i>Chief Financial Officer & Vice President, Corporate Services</i>
<i>Marie-Noelle Savoie</i>	<i>Chief Compliance Officer & Vice President, Legal, Compliance, Security</i>
<i>Pat Davis</i>	<i>Chief Information Officer & Vice President, Business Technology</i>
<i>Peter ter Weeme</i>	<i>Chief Social Purpose Officer & Vice President, Player Experience</i>
<i>Yabome Gilpin-Jackson</i>	<i>Chief People Officer</i>
- 2. All changes to the officers’ titles made by the Interim President and Chief Executive Officer during fiscal year 2020-2021, if any, are hereby approved, ratified and confirmed.*
- 3. All acts, proceedings, and appointments made by the Audit Committee, the Governance and Social Purpose Committee, the People and Culture Committee and the Risk Committee during fiscal year 2020-2021 are hereby approved, ratified and confirmed.*

2 CORPORATE APPROVALS

1.8 Board & Committee ToR – Timetables

Chris Carter advised that the Governance and Social Purpose Committee had recommended the following edits to the proposed Board/Committees' Terms of Reference - Timetables:

1. **Board Timetable:**
 - a. The line below B.iii. should indicate that both the Draft and Final Mandate Letter are reviewed.
 - b. G.ii.should read that the Director will "liaise with the Pension Committee".
 - c. H.ii.a) and b) should be separated to indicate that the timing for oversight of / monitoring corporate culture is "quarterly", but that engaging external audit is "as necessary".
 - d. H.ii.d) should indicate a review of "progress reports".
 - e. I.ii. should indicate annual timing for management to identify key stakeholders.
2. **Governance Terms of Reference:** A typo in the Purpose section should be corrected, such that the language in the second paragraph ii. matches the language in the first paragraph ii.
3. **Governance Timetable:** At section B.i., the words "when available" should be removed.
4. **People & Culture Committee Terms of Reference:** Section III.A.ii should read "reports to monitor progress on the people and culture strategy;"
5. **Risk Committee Terms of Reference & Timetable:** The reference in paragraph C.i. should be to the business continuity "report".
6. **All Committee Timetables:** An annual discussion of the education needs of the Committee should be scheduled to coincide with the results of the annual Board/Committee evaluation.

Chris Carter noted that a couple of further edits were proposed to the People & Culture Committee Timetable, namely the timing for the following two items should be adjusted to "End of Q4" (i.e., the May meeting):

1. Section C. ii. c. – review CEO's process for performance management of Executive Management; and
2. Section E. iv. – annually review the performance management plan.

The Board members had no questions on the edits.

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

WHEREAS the Board has reviewed the revised Board/Committees' Terms of Reference - Timetables (the "Board/Committee Timetables");

AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve the Board/Committee Timetables;

NOW THEREFORE be it resolved that:

1. *The Board approves the Board/Committee Timetables, as amended by the Board and the Committee; 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.*

2.1 Draft Service Plan

Peter ter Weeme commented on the draft Service Plan. The Board Chair noted the revised government process. The Board members had no questions. Joan Axford joined the meeting.

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

WHEREAS the Board has reviewed the Service Plan for fiscal years 2021/2022–2023/2024 (the "Service

Plan”);

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

NOW THEREFORE be it resolved that:

- 1. The Service Plan, together with such changes as may be approved by the Chair of the Board and the Chair of the Audit Committee, 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.*

2.2 Bingo Strategy

Charlene Nielson, Chris So and Narelle Peng joined the meeting. Chris So and Narelle Peng presented the new approach to the Bingo Strategy. A discussion ensued regarding the logistics of running bingo games remotely, as well as the appropriate approval process.

The Board concurred with management’s recommendation to explore a new bingo strategy.

Charlene Neilson, Chris So and Narelle Peng left the meeting.

2.3 Lottery Systems Modernization Project

Pat Davis introduced Dan Beebe and Shirley Beveridge. Dan Beebe and Shirley Beveridge presented the business case amendment for the Lottery Systems Modernization Project, noting that a new launch date and a moderately increased project budget was being proposed.

A discussion ensued regarding the rationale for the new launch date and the potential business risks.

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

WHEREAS the Board has reviewed Management’s request to approve an increased expenditure of s 21 for the Lottery Systems Modernization project, resulting in a total project expenditure of s 21 (“LSM Expenditure”);

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

NOW THEREFORE be it resolved that:

- 1. The LSM Expenditure 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.*

Dan Beebe and Shirley Beveridge left the meeting.

2.4 Q3 Revised Forecast & Projections (TBS) and

2.5 Business Plan, Operating & Capital Budgets

Alan Kerr commented on the Q3 Revised Forecast & Projections, as well as the Business Plan, Operating & Capital Budgets. The Audit Chair updated the Board members regarding the discussion about the underlying assumptions which had occurred at the Audit Committee meeting the previous day.

The Board Chair advised the Board that the Finance team would provide a copy of the fiscal year 2021/2022 budget to both the Audit Chair and the Board Chair for review prior to submission to the Treasury Board. A discussion ensued regarding the Corporation’s business priorities.

On motion duly made and carried, the following resolution was adopted with respect to the Q3 Revised Forecast & Projections:

WHEREAS the Board has reviewed the Corporation’s forecast for fiscal year 2020/2021 and projections for fiscal years 2021/22-2024/25 (the “Q3 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 Q3 Revised Forecast and Projections are hereby approved, based on an April 1, 2021 casino re-opening date with respect to the FY21 projection; 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.

On motion duly made and carried, the following resolution was adopted with respect to the Business Plan, Operating & Capital Budgets:

WHEREAS the Board has reviewed the priorities and assumptions to be used in the preparation of the fiscal year 2021/2022 (FY22) budget;

AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the preparation of the fiscal year 2021/2022 (FY22) budget, based on such priorities and assumptions;

NOW THEREFORE be it resolved that:

1. The preparation of the fiscal year 2021/2022 (FY22) budget, based on the following priorities and assumptions:

Business priorities:

- Rebuilding BC's legal gambling and entertainment industry
- Lottery Transformation
- Player Centric Operations (P360)
- Kamloops headquarters revitalization
- On- line business expansion
- Addressing AML concerns

FY22 budget assumptions:

Revenues:

- Casinos will re-open by July 1, 2021
- All Casinos will open at the same time
- Slots revenues will start at 45% of pre COVID levels for the first six weeks, increase to 50% growing to a maximum of 65% in the fiscal year
- Tables will provide revenue at 25% of pre COVID and it will take 26 months to recover to about 95% of pre COVID levels
- All service providers will open and be financially viable
- After re-opening the casinos will not have a full shut down due to another outbreak of COVID
- Service providers receive commissions as in the current OSA
- Lottery returns will be affected by lottery terminal replacement at 50% of normal operation for 5 days and offline for another 5 days
- E-gaming will grow by 4 percent versus FY 21
- No inclusion of single event sports betting revenue

Expenditures and capital will be budgeted at the amounts outlined in the Budget Briefing Binder and include an increase in pension benefit costs of \$8M and a placeholder for \$5.3 million for additional staff;

is hereby approved, subject to review of the resulting fiscal year 2021/2022 (FY22) budget by the Chair of the Audit Committee and the Chair of the Board prior to submission to the Treasury Board;

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.*

3 REPORT BY CHAIR

This agenda item was deferred to the next meeting.

4 REPORTS BY INTERIM PRESIDENT & MANAGEMENT

4.1 Interim President's Report

Greg Moore provided the Interim President's Report, noting the work that had been done on the budget binder and the new bingo strategy. The Board Chair noted that the Board was very appreciative of the work that had been done and thankful for the Interim President's contributions.

4.1.1 Strategic Plan Update: OneBCLC & P360

Yabome Gilpin-Jackson provided an update on the strategic plan, with assistance from Peter ter Weeme and Brad Desmarais. A discussion ensued regarding government relations, as well as the Corporation's operational risk framework.

4.1.2 Single Event Sports Betting Update

Greg Moore introduced Stewart Groumoutis and invited him to provide an update on Single Event Sports Betting. Stewart Groumoutis commented on the potential partnerships and opportunities. A discussion ensued regarding the exclusivity of the partnerships and the possible technical restrictions.

Board members also discussed branding opportunities and the appropriate footprint for the project.

Stewart Groumoutis left the meeting.

4.2 Management Reports

4.2.1 Finance & Corporate Services

4.2.2 Operations

4.2.3 Business Technology

4.2.4 Social Purpose & Player Experience

4.2.5 People & Culture

4.2.6 Legal, Compliance, Security

The Chair noted that the Management Reports would be taken as read, and invited questions from the Board. Peter ter Weeme advised that a Player Health report would be brought forward to the Governance and Social Purpose Committee, when completed. A discussion ensued regarding service provider support and the casino reopening.

4.3 Q3 Dashboard

Ryan Persaud joined the meeting. The Chair advised that the Q3 Dashboard was taken as read, and invited questions from the Board. A discussion ensued regarding the trending indices on the Dashboard.

Ryan Persaud left the meeting.

5 COMMITTEE REPORTS

5.1 Audit Committee

Joan Axford provided the Audit Committee report, noting that most of the Audit Committee meeting had been devoted to discussion of approval items, which had already been mentioned earlier in the Board meeting. She also noted the significant progress on the German Report recommendations.

5.2 Governance & Social Purpose Committee

Mario Lee delivered the Governance and Social Purpose Committee report, noting that there had been a presentation on social purpose, as well as on online gambling reports. Revised Committee Guidelines had also been recommended to the Board for approval.

5.3 People & Culture Committee

Dusty Kelly provided the People & Culture Committee report, noting that Yabome Gilpin-Jackson would be bringing forward more details on the Workplace of the Future at a future meeting.

5.4 Risk Committee

Lisa Ethans delivered the Risk Committee report, noting that the Board had received a copy of the Enterprise Risk Management Report for the quarter. She also noted that Mandatory Minimum Holiday requirements had been determined to be unnecessary from a risk perspective.

6 CORPORATE OPERATIONS

6.1 CIAM Project Update

Pat Davis provided the CIAM Project update, noting that account-based gaming and CIAM were interchangeable terms. A discussion ensued regarding data analytics and the bidders on the project.

6.2 Social Purpose Project Update

Chris Fairclough joined the meeting. Peter ter Weeme and Greg Moore introduced s 22 s 22 provided an update on the social purpose project, noting that touchpoints were planned with the Board or a Board Committee on a quarterly basis.

A discussion ensued regarding the proposed wording for the social purpose statement, the timeline for implementation and budget considerations.

Chris Fairclough s 22 left the meeting.

6.3 Marketing Campaign Results

Peter ter Weeme provided the Marketing Campaign Results. A discussion ensued regarding brand architecture and it was noted that the research on BCLC's brand architecture would be presented at a future meeting.

6.4 Draft BCLC Mandate Letter F21/22, if any

Greg Moore noted that the draft BCLC Mandate Letter F21/22 had not yet been issued.

The Board Chair thanked him for his service as Interim President and CEO and presented him with a small gift on behalf of the Board.

7 OTHER BUSINESS

7.1 In camera Sessions

7.1.1 Interim CEO & Executive

The Board went *in camera* with the Interim CEO, COO and CFO to discuss the following matters at 2:28 pm, concluding at 2:42 pm.

7.1.1.1 SP Financial Support

7.1.1.2. OSA Amendment, if any

7.1.2. Interim CEO

The Board took a short break, then went *in camera* with the Interim CEO to discuss the following matters at 2:53 pm, concluding at 3:46 pm.

7.1.2.1. Public Inquiry Update

7.1.2.2. Outgoing Report

7.1.3. Board

The Board went *in camera* with s 22 at 3:46 pm to discuss the following matter, concluding at 4:36 pm.

7.1.3.1. Board Evaluation Session

The Board went *in camera* at 4:36 pm to discuss the following matters, concluding at 5:15 pm.

7.1.3.2. Whistleblower Report, if any

7.1.3.3. Additional KPMG Services

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

WHEREAS the Audit Committee has recommended that the Board approve certain services to be provided by KPMG LLP;

NOW THEREFORE be it resolved that:

1. *The engagement of KPMG LLP to provide the following .services is hereby approved:*
 - a. *Governance and internal controls assessment for draw services, including the development of an internal control framework for the period of January, 2021 to July 31, 2021, inclusive, for a fee not to exceed s 21*
2. *Any one officer or director is hereby authorized on behalf if 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 resolutions.*

7.1.3.4. Officer Appointment

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

RESOLVED that:

1. *The appointment of Brad Desmarais as Acting President and Chief Executive Officer, with all the power, authority and discretion vested in or exercisable by the office of the President and Chief Executive Officer, is hereby ratified, confirmed and approved effective from s 22 until such time as an Interim President and Chief Executive Officer is appointed; and*
2. *The Chair of the Board or any Director designated by the Chair of the Board 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 opinion may be necessary or desirable to give full effect to the foregoing resolution.*

7.2. Information Reports

7.2.1. Q3 ERM Report

8. NEXT MEETING

There being no further business, the meeting was terminated at 5:15 pm.

The next meeting is scheduled for 13 May 2021.

s 22

s 22 Chair s 22



**Minutes of the Meeting of the Board of Directors
held at 5:35 pm (PT) 14 January 2021**

Location: Via Microsoft Teams

Board Present:

Peter Kappel	Chair
Joan Axford	
Fiona Chan	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Coro Strandberg	

Board Not Present:

Hilary Cassady

Management Present:

Christine Carter Corporate Secretary

Observers & Guests:

Lynda Cavanaugh*

(*attending in part)

Peter Kappel took the Chair at 5:35 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 5:35 pm.

1 IN CAMERA SESSION

1.1 Board and Lynda Cavanaugh

The Board went *in camera* with Lynda Cavanaugh at 5:35 pm, concluding at 6:55 pm.

1.2 Board

The Board went *in camera* at 6:55 pm, concluding at 7:22 pm.

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

RESOLVED that the resolution appointing Brad Desmarais as Acting President and Chief Executive Officer effective from 15 January 2021 is hereby rescinded.

2 NEXT MEETING

There being no further business, the meeting was terminated at 7:22 pm.

The next meeting is scheduled for 13 May 2021.



**Minutes of the Meeting of the
Board of Directors
held at 12:30 pm (PT) 10 February 2021**

Location: Via MicroSoft Teams

Board Present:

Peter Kappel	Chair
Joan Axford	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Coro Strandberg	
Hilary Cassady	
Fiona Chan	

Management Present:

Christine Carter	Corporate Secretary
Lynda Cavanaugh*	Interim CEO & President
Suzanne Rowley	Assistant Corporate Secretary

Peter Kappel took the Chair at 12:33 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 12:33 pm.

1 ADOPTION OF AGENDA

The Board requested an amendment to the Agenda to include a brief *in camera* session with the Interim CEO, but without the Chair.

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

The Board Chair noted that Mario Lee had kindly consented to act as Chair during the Board Chair's absence from the meeting.

On motion duly made and carried, the Board chose Mario Lee to act as Chair during the Board Chair's absence from the meeting.

2 CORPORATE APPROVALS

2.1. Additional Chair Duties

2.1.1 Update on Additional Duties

The Board Chair asked if there were any questions regarding the materials that had been provided prior to the meeting. A discussion ensued regarding Board-Management relations, as well as the duration of the additional Chair duties. The Board Chair noted that he would provide a briefing on the additional Chair duties at each Board meeting. A further discussion ensued regarding the liaison function to be performed by the Chairs of the Governance & Social Purpose Committee and the People & Culture Committee.

The Board Chair left the meeting.

A discussion ensued regarding the benefits and challenges of instituting a Lead Director or Vice Chair role, as well as the associated government requirements.

2.1.2 In camera session with Interim CEO, but without Chair

Mario Lee welcomed Lynda Cavanaugh to the meeting.* A further discussion ensued regarding Board-Management relations and appropriate corporate communications.

2.1.3 Board Approval

Lynda Cavanaugh left the meeting and the Board Chair rejoined.

A discussion ensued regarding the procedures to be implemented to ensure the Board retains its independence for decisions on the initiatives outlined as additional duties of the Board Chair, and to ensure the Board monitors the relationship with the CEO and executive management.

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

WHEREAS it would be desirable for the Board Chair to perform some additional duties for the Corporation;

AND WHEREAS the Board is confident in the Interim CEO's ability to manage the Corporation, but recognizes that the Board Chair's business expertise will add value for the Corporation;

AND WHEREAS, notwithstanding the fact that the Board Chair's additional duties appear to fall within the scope of the responsibilities listed under the Board Chair Terms of Reference, there will be extra time and effort involved, such that the Board Chair is seeking the Board's approval of the additional duties and associated remuneration;

NOW THEREFORE be it resolved that:

- 1. The additional duties of the Board Chair, as presented to the Board, be approved until they cease or until 31 July 2021, whichever is sooner; however, the Board may choose to extend the timeline for the additional duties of the Board Chair;*
- 2. Procedures will be implemented to ensure the Board retains its independence for decisions on the initiatives outlined as additional duties of the Board Chair, and to ensure the Board monitors the relationship with the CEO and executive management; and*
- 3. The remuneration for the additional duties of the Board Chair be approved, subject to the approval of PSEC and the approval of the Appointee Remuneration Committee pursuant to articles 4.2.2.3 and 4.2.2.4 of the Treasury Board Directive on Remuneration Guidelines for Appointees to Ministry and Crown Agency Boards.*

2.2. Lead Director Appointment & Terms of Reference (ToR)

This agenda item was deferred.

2.3 Committee Memberships

The Board Chair explained that an adjustment to the Committee memberships was required, due to a recent Board member resignation.

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

WHEREAS the Board has reviewed the changes to the Committee membership (the "Committee Changes") which have been proposed by the Board Chair;

AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve the Committee Changes;

NOW THEREFORE be it resolved that the following individuals be appointed or reappointed, as the case may be, as members and, if indicated below, Chairs of the following Committees until their successors are appointed:

Audit Committee
Joan Axford, Chair
Lisa Ethans
Dusty Kelly
Mario Lee

Governance & Social Purpose Committee
Mario Lee, Chair
Joan Axford
Fiona Chan
Coro Strandberg

People & Culture Committee
Dusty Kelly, Chair
Fiona Chan
Hilary Cassady
Coro Strandberg

Risk Committee
Lisa Ethans, Chair
Joan Axford
Hilary Cassady
Fiona Chan

2.4 Revised Directors Compensation Guidelines

The Board Chair noted it was advisable to revise the Directors Compensation Guidelines for clarity.

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

WHEREAS the Board has reviewed the revisions to the Director Compensation & Expense Guidelines (the "Compensation Guidelines") which have been proposed by senior management;

AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve the revised Compensation Guidelines;

NOW THEREFORE be it resolved that the Board hereby approves the revised Compensation Guidelines.

3 CORPORATE OPERATIONS

3.1. Update on First Nations Communications Protocol

Lynda Cavanaugh rejoined the meeting.

The Board Chair updated the Board on the consultation process for the First Nations Communications Protocol, as well as the probable timeline for approval. A discussion ensued regarding potential edits to the Protocol and its correlation to other aspects of the Board Manual.

4. NEXT MEETING

There being no further business, the meeting was terminated at 2:33 pm.

The next meeting is scheduled for 30 March 2021 in Vancouver.

s 22

s 22
Chair

s 22

**NOTE- Lynda Cavanaugh was formally appointed by the Board as Interim President and Chief Executive Officer by consent resolution dated as of January 22, 2021.*



**Minutes of the Meeting of the
Board of Directors
held at 12:00 pm (PT) 30 March 2021**

Location: Via MicroSoft Teams

Board Present:

Peter Kappel	Chair
Joan Axford	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Coro Strandberg	
Hilary Cassady	
Fiona Chan	

Management Present:

Lynda Cavanaugh	Interim President & CEO
Brad Desmarais	Chief Operating Officer
Alan Kerr	Chief Financial Officer & VP, Corporate Services
Marie-Noelle Savoie	Chief Compliance Officer & VP, Legal, Compliance & Security
Pat Davis	Chief Information Officer & VP, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Yabome Gilpin-Jackson	Chief People Officer
Dan Beebe*	Director, Lottery Strategic Development (Item 2.3)
Richard Fenster*	Director, Corporate Strategy (Item 3.1)
Ted Ockenden*	Director, Corporate Services & Facilities (Item 2.1)
Cynki Taylor	Director, Financial Planning & Analysis
Rajin Kainth*	Manager, People Operations (Item 2.1)
Chris Fairclough*	Director, Social Purpose & Stakeholder Engagement (Item 2.2)
Stewart Groumoutis*	Director, eGaming Operations (Item 4.1.1.2)
Jessica van Hoogevest	General Counsel & Director, Information Management
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

Peter Kappel took the Chair at 12:00 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 12:00 pm.

1 IN CAMERA SESSION

1.1. Board

1.1.1. Adoption of Agenda

The Board went *in camera* at 12:00 pm, concluding at 12:05 pm.

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

2 CORPORATE APPROVALS

2.1. Working Remotely Policy & Procedures

Yabome Gilpin-Jackson, Pat Davis and Alan Kerr invited Rajin Kainth and Ted Ockenden to join the meeting and provide the presentation. Rajin and Ted gave the highlights of the Working Remotely Policy and Procedures, noting employee eligibility and cost estimates.

The People & Culture Committee Chair advised the Board that the Committee had reviewed the materials the day before the meeting and were satisfied that the Board's prior concerns had been addressed. A discussion ensued regarding WorkSafe BC requirements, equipment pricing strategies and the environmental benefits of working remotely.

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

WHEREAS the Board has reviewed the Working Remotely Policy and Procedures;

AND WHEREAS the Board has received a recommendation from the People and Culture Committee to approve the Working Remotely Policy and Procedures;

NOW THEREFORE be it resolved that the Working Remotely Policy and Procedures are hereby approved.

Ted Ockenden and Rajin Kainth left the meeting.

2.2. Social Purpose

Peter ter Weeme advised the Board that the social purpose implementation plan would be updated as an immediate next step. He invited Chris Fairclough to join the meeting and provide the presentation.

Chris Fairclough presented the revised social purpose statement, noting that it incorporated feedback from the staff, players and non-players. He advised the Board that the statement was not intended to stand alone, but to be accompanied by explanatory narrative.

The Governance and Social Purpose Committee Chair noted that the Committee had reviewed the revised statement and was pleased with the Executive team's alignment on it. He also noted that there would be quarterly reporting to the Committee on the implementation of the social purpose.

A brief discussion ensued regarding the language of the statement.

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

WHEREAS the Board has reviewed the Social Purpose;

AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve the Social Purpose;

NOW THEREFORE be it resolved that the Social Purpose is hereby approved.

Chris Fairclough left the meeting.

2.3. Lottery Systems Modernization

Pat Davis commented on the Lottery Systems Modernization project, then invited Dan Beebe to join the meeting and provide the presentation. Dan Beebe explained the revised project timeline and the rationale for the moderately increased project budget.

A discussion ensued regarding the cost estimates, revised project timeline and potential project risks, including people risk.

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

WHEREAS the Board has reviewed Management's request to approve an increased expenditure of \$21 million for the Lottery Systems Modernization project, resulting in a total project expenditure of \$21 million ("LSM Expenditure");

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

NOW THEREFORE be it resolved that:

- 1. The LSM Expenditure 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.*

Dan Beebe left the meeting.

3 CORPORATE OPERATIONS

3.1. Strategic Planning Session Agenda

Richard Fenster joined the meeting and presented the draft Strategic Planning Session Agenda. A discussion ensued regarding potential agenda topics, as well as attendees and facilitators. It was noted that the strategic planning session was occurring mid-way through the term of the 3-year strategic plan.

Board members requested a collaborative approach to the strategic planning session, even if it was held virtually. The focus of the session would be to assess current progress on the strategic plan and establish priorities for the remainder of the 3-year term.

Board members also requested that the process for development of the next 3-year strategic plan be brought forward to the Governance and Social Purpose Committee meeting in October.

Richard Fenster left the meeting.

4 OTHER BUSINESS

4.1. *In camera* Sessions

4.1.1. Interim CEO & Executive

The Board went *in camera* with the Interim CEO, Executive team, General Counsel and Director, Financial Planning & Analysis, to discuss the following matter at 2:02 pm, concluding at 2:50 pm.

4.1.1.1. SP Financial Update

The Board went *in camera* with the Interim CEO, Executive team, General Counsel and Director, eGaming Operations, to discuss the following matter at 2:50 pm, concluding at 3:35 pm.

4.1.1.2. Ontario Update

4.1.2. Interim CEO

The Board went *in camera* with the Interim CEO and Chief People Officer to discuss the following matters at 3:35 pm, concluding at 4:15 pm.

4.1.2.1. Goals & Objectives FY21/22

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

WHEREAS the Board has reviewed the annual goals and objectives for the Interim CEO for the fiscal year ending March 31, 2022 (the "Interim CEO Objectives");

AND WHEREAS the Board has received a recommendation from the People and Culture Committee to approve the Interim CEO Objectives;

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

4.1.3. Board

4.1.3.1. Update on Additional Chair Duties

The Board Chair provided an update on the additional Chair Duties, then left the meeting.

The Board went *in camera* with the Interim CEO and Chief People Officer at 4:15 pm, concluding at 4:37 pm.

The Board Chair rejoined the meeting.

The Board went *in camera* with the Chief People Officer to discuss the following matter at 4:37 pm, concluding at 4:56 pm.

4.1.3.2. CEO Update

The Chief People Officer left the meeting.

The Board went *in camera* at 4:56 pm, concluding at 5:12 pm.

The Board Chair left the meeting.

The Board went *in camera*, without the Board Chair, at 5:12 pm, concluding at 5:56 pm.

5. NEXT MEETING

There being no further business, the meeting was terminated at 5:56 pm.

The next meeting is scheduled for 13 May 2021 in Vancouver.

s 22

s 22
Chair

s 22