



## Minutes of the Meeting of the Board of Directors held at 3:30 pm (PT) 11 May 2022

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

### Board Present:

Greg Moore	Chair
Joan Axford	
Fiona Chan	
Lisa Ethans	
Leah George-Wilson	
Nejeed Kassam	
Dusty Kelly	
Mario Lee	
Gillain Malfair	
Coro Strandberg	

### Board Not Present:

Hilary Cassidy

### Management Present:

Lynda Cavanaugh	Interim President and Chief Executive Officer
Dan Beebe	Interim Chief Operating Officer
Alan Kerr	Chief Financial Officer & VP, Corporate Services
Marie-Noelle Savoie	Chief Compliance Officer & VP, Legal, Compliance, Security
Patrick Davis	Chief Information Officer & VP, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Stakeholder Engagement
Sandy Austin	Interim Chief People Officer
Farouk Zaba*	Director, Corporate Finance
Michelle Webb*	Senior Manager, Corporate Finance
Cynki Taylor*	Director, Financial Planning & Analysis
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

(\*attending in part)

Greg Moore took the Chair at 3:30 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 3:30 pm.

## **LAND ACKNOWLEDGEMENT & IN CAMERA SESSION**

The Chair welcomed the new Board members and provided the land acknowledgement.

The Board went *in camera* with the Corporate Secretary team at 3:30 pm, concluding at 3:37 pm.

## **1 CONSENT AGENDA**

### **1.1 Agenda**

#### **1.1.1 Action Items List for Reference**

## **1.2 Minutes of 11 and 20 January 2022**

Management joined the meeting, and the Chair reviewed the items on the Consent Agenda, noting that item 1.11 had been removed from the Consent Agenda for later consideration. The Board members had no further comments on the Consent Agenda.

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

## **1.3 Audit Services Annual Audit Plan – Audit Committee**

*WHEREAS the Board has reviewed the Annual Audit Plan produced by Audit Services for the fiscal year ending March 31, 2023 (the "AAP");*

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

*NOW THEREFORE be it resolved that:*

- 1. The AAP 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.*

## **1.4 Governance & Social Purpose Cmte ToR – Governance & SP Committee**

*WHEREAS the Board has reviewed the further revised Governance & Social Purpose Committee Terms of Reference (the "Governance & SP ToR");*

*AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve the further revised Governance & SP ToR;*

*NOW THEREFORE be it resolved that:*

- 1. The Board hereby approves the further revised Governance & SP ToR, and corresponding language amendments to related sections of the Board Manual as needed; 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 Strategy & Risk Committee ToR – Governance & SP Committee and Strategy & Risk Committee**

*WHEREAS the Board has reviewed the further revised Strategy & Risk Committee Terms of Reference (the "Strategy & Risk ToR");*

*AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee and Strategy & Risk Committee to approve the further revised Strategy & Risk ToR;*

*NOW THEREFORE be it resolved that:*

- 1. The Board hereby approves the further revised Strategy & Risk ToR, and corresponding language amendments to related sections of the Board Manual as needed; 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.

#### **1.6 Strategic Initiatives List – Strategy & Risk Committee of the Whole**

WHEREAS the Board has reviewed the updated Strategic Initiatives Ranking Results (the "Ranking Results");

AND WHEREAS the Board has received a recommendation from the Strategy & Risk Committee to approve the updated Ranking Results;

NOW THEREFORE be it resolved that:

1. The updated Ranking Results are hereby approved, with the following minor amendments for clarity:
  - a. Slide 21 (titled "Final Results") is amended to read "Board approval &/or monitoring" beside Social Purpose to correspond with slide 18; and
  - b. Slide 17 (titled "Player Health") and slide 21 (titled "Final Results") are amended to indicate that the Governance and Social Purpose Committee provides oversight of the Player Health initiative; 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 Retail Transformation – Business Case Amendment - Strategy & Risk Committee of the Whole**

WHEREAS the Board has reviewed Management's request to approve an increased expenditure of s. 21 for the Lottery Terminal Replacement project, due partly to vendor software development delays and partly to BCLC operational considerations;

AND WHEREAS the resulting total project expenditure of s. 21 ("LTR Expenditure") exceeds the Signing and Spending Authority Policy limit of \$20M for expenditures requiring Board approval;

AND WHEREAS the Board has received a recommendation from the Strategy & Risk Committee to approve the LTR Expenditure;

NOW THEREFORE be it resolved that:

1. The LTR 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

#### **1.8 Change of Committee Name – Strategy & Risk Committee of the Whole**

WHEREAS the Board has considered a change of name for the Risk Committee to the "Strategy & Risk Committee of the Whole" to better reflect the Committee's revised Terms of Reference;

AND WHEREAS the Board has received a recommendation from the Risk Committee to approve the change of name;

NOW THEREFORE be it resolved that:

1. The change of name for the Risk Committee to the "Strategy & Risk Committee of the Whole" 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.

#### **1.9 Committee Membership – Governance & SP Committee**

*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 voting members and, if indicated below, Chairs of the following Committees until their successors are appointed:*

##### **Audit Committee**

*Joan Axford, Chair*

*Fiona Chan*

*Lisa Ethans*

*Leah George-Wilson*

##### **Governance and Social Purpose Committee**

*Mario Lee, Chair*

*Nejeed Kassam*

*Coro Strandberg*

##### **People & Culture Committee**

*Dusty Kelly, Chair*

*Hilary Cassady*

*Gillain Malfair*

##### **Strategy & Risk Committee of the Whole**

*Lisa Ethans, Chair*

*Joan Axford*

*Hilary Cassady*

*Fiona Chan*

*Leah George-Wilson*

*Nejeed Kassam*

*Dusty Kelly*

*Mario Lee*

*Gillain Malfair*

*Greg Moore*

*Coro Strandberg*

#### **1.10 Officer Appointment (Interim CPO)**

*WHEREAS Sandra Austin has accepted the position of Interim Chief People Officer with the Corporation;*



*NOW THEREFORE be it resolved that the appointment of Sandra Austin as an officer of the Corporation effective s. 22 is hereby ratified, confirmed and approved.*

#### **1.11. Revised Statement of Work for KPMG LLP- Lottery Draws – Audit Committee**

This resolution was deferred for later consideration.

## **2 CORPORATE APPROVALS**

### **2.1 Pension Plan Audited Financial Statements**

### **Approval**

Alan Kerr provided an overview of the Pension Plan Audited Financial Statements. The Audit Chair advised that the Audit Committee had done a thorough review of the financial statements.

Farouk Zaba and Michelle Webb joined the meeting. A discussion ensued regarding benchmarks and potential exposure to Russian investments.

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, 2021;*

*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, 2021, 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, 2021; 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 in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

### **2.2 Audited Consolidated Financial Statements**

### **Approval**

Alan Kerr provided highlights from the Audited Consolidated Financial Statements, noting the increased net income. The Audit Chair advised that the Audit Committee had reviewed the Financial Statements and was comfortable with the notes to the statements, as well as the results of the Audit Findings Report.

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, 2022;*

*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, 2022, as presented to the Board, are hereby approved;*
- 2. Any two directors of the Board are hereby authorized on behalf of the Corporation to sign the Corporation's audited consolidated financial statements for the fiscal year ending March 31, 2022; 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 in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

Farouk Zaba and Michelle Webb left the meeting.

### **2.3 Preliminary FY23-26 Forecast & Projections (TBS)**

Alan Kerr provided an overview of the Preliminary FY23-36 Forecast & Projections, noting that there were no significant changes from the previous forecast.

Cynki Taylor joined the meeting and provided a presentation on the Preliminary FY23-36 Forecast & Projections. The Board and Audit Chairs provided context for the new Board members. 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 preliminary projections for fiscal years 2022/2023 – 2025/26 (the "Preliminary FY23-26 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 Preliminary FY23-26 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.*

Cynki Taylor left the meeting.

### **2.4 Draft Annual Service Plan Report**

Peter ter Weeme provided an overview of the draft Annual Service Plan Report and provided context for the new Board members. He noted that an integrated report was in development. Board members provided input on the Annual Service Plan Report and a discussion ensued regarding the key performance indicators.

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

*WHEREAS the Board has reviewed the Corporation's preliminary projections for fiscal years 2022/2023 – 2025/26 (the "Preliminary FY23-26 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 Preliminary FY23-26 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.*

The Chair suggested a change to the order of the Agenda, such that items no. 3 and 4.1. would be deferred to the following day. Board members had no objections to the change in order.

## **4.2. Management Reports**

### **4.2.1. Finance & Corporate Services**

Alan Kerr provided the Management Report for the Finance & Corporate Services division, noting the improved resourcing for the division. A discussion ensued regarding government reporting deadlines for financial reports.

#### **4.2.2. Operations**

Dan Beebe provided the Management Report for the Operations division, noting that all of the casinos had been opened post-COVID. A discussion ensued regarding distribution of the PlayNow product in other jurisdictions, as well as the ongoing work on the casino in Delta.

#### **4.2.3. Business Technology**

Pat Davis provided the Management Report for the Business Technology division, noting the recent launch of the loyalty program, as well as some ongoing resourcing issues. He noted that the division was researching training, internship and employment programs for Indigenous people.

A discussion ensued regarding potential strategies to compete for talent for the division.

#### **ADJOURN MEETING**

The meeting was adjourned at 5:01 pm and scheduled to resume the following morning at 8:30 am.

s 22

Chair s 22



## **Minutes of the Meeting of the Board of Directors held at 8:30 am (PT) 12 May 2022**

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

Board Present:

Greg Moore	Chair
Joan Axford	
Fiona Chan	
Lisa Ethans	
Leah George-Wilson	
Nejeed Kassam	
Dusty Kelly	
Mario Lee	
Gillain Malfair	
Coro Strandberg	

Board Not Present:

Hilary Cassidy

Management Present:

Lynda Cavanaugh	Interim President and Chief Executive Officer
Dan Beebe	Interim Chief Operating Officer
Alan Kerr	Chief Financial Officer & VP, Corporate Services
Marie-Noelle Savoie	Chief Compliance Officer & VP, Legal, Compliance, Security
Patrick Davis	Chief Information Officer & VP, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Stakeholder Engagement
Sandy Austin	Interim Chief People Officer
Ryan Persaud*	Director, Business Intelligence
Garth Pieper*	Director, Operations
Laura Piva-Babcock*	Director, Communications
Chris Ross*	Legal Counsel
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

(\*attending in part)

Greg Moore took the Chair at 8:35 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 8:35 am.

### **3. REPORT BY CHAIR**

Greg Moore provided the Chair's report, noting that the CEO recruitment process was going well, and a caucus briefing had recently been provided to government.

### **4. REPORTS BY MANAGEMENT**

#### **4.1. Report by Interim President & CEO**

Lynda Cavanaugh provided the Interim President and CEO's report, noting that a new Director of Audit Services would soon be announced and that the Executive team had recently agreed to adopt a new vaccination policy for staff. Lynda Cavanaugh also provided a list of the many awards the Corporation had won over the past year.

#### **4.2. Management Reports (continued from May 11<sup>th</sup>)**

##### **4.2.4. People & Culture**

Sandy Austin provided the Management Report for the People & Culture division, noting that the Corporation was experiencing less turnover than the market and that the average hiring time was good.

A discussion ensued regarding mental health and the employee assistance program, as well as the Working Remotely program. The Board and management also discussed culture and collaboration goals, employee development and the leadership programs.

##### **4.2.5. Social Purpose & Player Experience**

Peter ter Weeme provided highlights from the Management Report for the Social Purpose & Player Experience division, noting that players can now redeem their points on PlayNow. He also commented on the ongoing engagement with First Nations, as well as the platinum award that the Corporation had received from Corporate Knights for its social purpose journey.

A discussion ensued regarding recruitment and training for service providers on the GameSense program, as well as the Corporation's efforts to support Ukraine.

##### **4.2.6. Legal, Compliance, Security**

Marie-Noelle Savoie gave an overview of the Management Report for the Legal, Compliance, Security division, noting enhancements in the Voluntary Self-Exclusion program and the data governance program.

A discussion ensued regarding the timeline for the data management process, as well as the Policy team's response to the recent PIDA legislation. Board members requested that trends in suspicious transaction reports be included in the Management Report going forward.

#### **4.3. Q4 Dashboard**

Ryan Persaud joined the meeting and presented highlights from the Q4 Dashboard, noting the unexpectedly high revenue results. A discussion ensued regarding measurements for customer experience and a potential change in metrics. Ryan Persaud noted that any new metrics needed to be consistent with the upcoming strategy refresh.

A discussion ensued regarding reputational matters and their potential impact on factors such as revenue and hiring.

Ryan Persaud left the meeting.

### **5. COMMITTEE REPORTS**

#### **5.1. Audit**

Joan Axford provided the Audit Committee report, noting the engagement with First Nations on the Kamloops office revitalization. She also brought forward agenda item no. 1.11. Revised Statement of Work for KPMG LLP – Lottery Draws, noting that there were two aspects to KPMG's work.

The resolution regarding the first aspect of KPMG's work was being brought forward to the Board now, but the resolution regarding the second aspect would be brought forward to a future Board meeting.

#### **1.11. Revised Statement of Work for KPMG LLP- Lottery Draws**

*WHEREAS the Board has received Management's request for additional services to be provided by KPMG LLP;*

*AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the additional services;*

*NOW THEREFORE be it resolved that:*

- 1. The Board hereby approves the engagement of KPMG LLP to provide training and draw audit transition services for the period from May 1, 2022 to July 31, 2022 for fees not to exceed 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.*

#### **5.2. Governance & Social Purpose**

Mario Lee provided the Governance & Social Purpose Committee report, noting that revised Terms of Reference for both the Strategy & Risk Committee and Governance & Social Purpose Committee had been reviewed and recommended for approval by the Board. The Committee had also recommended that the Board approve a revised Committee Membership list to incorporate the new Board members.

#### **5.3. People & Culture**

Dusty Kelly provided the People & Culture Committee report, noting that the Committee had received the results of the latest employee engagement survey. The Committee had agreed with management that the annual cycle for the employee engagement survey should be extended to an 18-24 month cycle to provide management more time to action the results of the survey.

*[Note- a Strategy & Risk Committee Report was provided in writing prior to the meeting. No verbal report was necessary because all Board members had attended the Strategy & Risk Committee meeting.]*

### **6. CORPORATE OPERATIONS**

#### **6.1. Ontario Market & E-Gaming**

Garth Pieper and Laura Piva-Babcock joined the meeting. They provided a presentation on the Ontario Market & E-Gaming, noting that the Federal *Criminal Code* indicates that gaming schemes are to be run by the provinces. Since the Federal *Criminal Code* doesn't explicitly state that gaming schemes which are not run by the provinces are illegal, such gaming schemes are referred to as the "grey market".

They noted that the opening of the grey market in Ontario had not resulted in a significant growth in revenue for the province, and player health benefits were not yet incorporated into the grey market sites. A discussion ensued regarding collaboration with the B.C. government on strategies to manage "grey market" incursions into gaming in British Columbia.

Board members requested that a further update on the Ontario Market & E-Gaming be provided at the next meeting.

Garth Pieper and Laura Piva-Babcock left the meeting.

#### **6.2. FY24 Business Plan (Budget Binder) Timeline**



Alan Kerr presented the FY24 Business Plan (Budget Binder) Timeline, noting that the business planning had evolved over time. Board approval had already been received for the business planning for FY23, but planning had just begun for FY24. Alan noted the capacity issues within the organization and the current focus on five main projects.

Board members requested further clarification on the timeline and provided input.

## **7. OTHER BUSINESS**

### **7.1. *In camera* Board Sessions (with the noted participants):**

#### **7.1.1. Interim CEO & Chief People Officer**

The Board went *in camera* with the Interim CEO and Interim Chief People Officer to discuss the following matters at 10:58 am, concluding at 11:12 am.

##### **7.1.1.1. Compensation Review (Merit Increase)**

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

*WHEREAS the Board has reviewed Management's proposal to provide merit increases for all eligible employees and Management effective April 1, 2022;*

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

*NOW THEREFORE be it resolved that:*

1. *The Board hereby approves a revised merit increase for all eligible employees and management from an average 2.5 percent to an average 3.5 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, 2022; and*
2. *Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

##### **7.1.1.2. Executive Mgmt Compensation (incl. PSEC Disclosure)**

##### **7.1.1.3. Executive Succession & Development**

##### **7.1.1.4. Interim CEO SOEBC Declaration Form & Outside Commitments (info only)**

#### **7.1.2. Chief People Officer**

The Board went *in camera* with the Interim Chief People Officer to discuss the following matters at 11:12 am, concluding at 11:24 am.

##### **7.1.2.1. Interim CEO Performance Evaluation**

##### **7.1.2.2. Interim CEO Development Plan**

##### **7.1.2.3. Interim CEO Compensation**

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

*WHEREAS the Board has reviewed Management's proposal to provide a merit increase for the Interim CEO effective April 1, 2022;*

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

NOW THEREFORE be it resolved that:

1. The Board hereby approves a merit increase for the Interim CEO of 2.0 percent 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, 2022; and
2. Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.

#### **7.1.2.4. Interim CEO Succession**

This item was deferred.

#### **7.1.3. Interim CEO, CCO & VP, Legal, Compliance, Security**

The Board went *in camera* with the CCO & VP, Legal, Compliance, Security and Legal Counsel to discuss the following matter at 11:24 am, concluding at 11:39 am.

##### **7.1.3.1. Litigation Update**

##### **7.1.4. Board**

The Board went *in camera* with the Corporate Secretarial team to discuss the following matter at 11:39 am, concluding at 12:05 pm.

##### **7.1.4.1. Whistleblower Report, if any**

The meeting was adjourned at 12:05 pm.

s 22

Chair s 22



## **Minutes of the Meeting of the Board of Directors held at 9:00 am (PT) 28 July 2022**

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

### Board Present:

Greg Moore	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Leah George-Wilson*	
Nejeed Kassam	
Dusty Kelly	
Mario Lee	
Gillain Malfair	
Coro Strandberg	

### Management Present:

Lynda Cavanaugh	Interim President and Chief Executive Officer
Dan Beebe	Interim Chief Operating Officer
Alan Kerr	Chief Financial Officer & VP, Corporate Services
Marie-Noelle Savoie	Chief Compliance Officer & VP, Legal, Compliance, Security
Patrick Davis	Chief Information Officer & VP, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Stakeholder Engagement
Sandy Austin	Interim Chief People Officer
Cynki Taylor*	Director, Financial Planning & Analysis (Item 1.4)
Ryan Persaud*	Director, Business Intelligence (Item 4.3)
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

(\*attending in part)

Greg Moore took the Chair at 9:28 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 9:28 am.

### **LAND ACKNOWLEDGEMENT & IN CAMERA SESSION**

The Board determined that no "*in camera*" session was required. Management joined the meeting, and the Chair provided the land acknowledgement.

## **1 CONSENT AGENDA**

### **1.1. Agenda**

#### **1.1.1 Action Items List for Reference**

### **1.2. Minutes of 11 & 12 May 2022**

The Chair noted that the Consent Agenda would be amended to move item 1.4 to the Corporate Approvals section for discussion. He requested comments on the amended Consent Agenda. The Board members had no comments.

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

### **1.3.Q1 Financial Statements – Audit Committee**

*WHEREAS the Board has reviewed the financial statements for the first quarter of the fiscal year 2022/2023;*

*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 2022/2023 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.Q1 Revised Forecast & Projections (TBS) – Audit Committee**

This item was moved to section 2. Corporate Approvals for discussion.

### **1.5.Appoint External Auditor & Approve Fees – Audit Committee**

*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, 2023;*

*NOW THEREFORE be it resolved that:*

- 1. The Board appoint KPMG LLP as External Auditor for the fiscal year ending March 31, 2023 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.*

### **1.6.Additional KPMG Services – Audit Committee**

*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. tax advisory services for the period of September 1, 2022 to August 31, 2023, inclusive, for a fee not to exceed s. 21 ;*
  - b. discretionary advisory services for the period from September 1, 2022 to August 31, 2023, inclusive, for a fee not to exceed s. 21 ;*
  - c. specified audit procedure services with respect to host local government financial assistance agreements for the period of September 1, 2022 to August 31, 2023, inclusive, for a fee not to exceed s. 21 ;*
  - d. specified General IT Controls procedures for the Lotto Express system supporting Ontario Lottery and Gaming Corporation for the period from September 1, 2022 to August 31, 2023, inclusive, for a fee not exceed s. 21 ;*

- e. *specified audit procedure services with respect to the Interprovincial Lottery Corporation financial statement audit for the period of September 1, 2022 to August 31, 2023, inclusive, for a fee not to exceed s. 21* ),
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.*

#### **1.7. Appoint Pension Auditor & Approve Fees – Audit Committee**

*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, 2022;*

*NOW THEREFORE be it resolved that:*

1. *The Board appoint KPMG LLP as pension auditor for the year ending December 31, 2022 for a maximum 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.*

#### **1.8. Pension Committee Membership – People & Culture Committee**

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

*AND WHEREAS the People & Culture Committee has recommended approval of such updates by the Board;*

*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  
Sandra Austin  
Farouk Zaba  
Michelle Webb  
Stephanie Glen  
Rob Annett  
Rachel Vanek  
Leon Bresler; and*

2. *All changes to the Pension Committee membership during the period from September 22, 2020, to present are hereby authorized, approved, ratified, and confirmed.*

#### **1.9. Revised Standards of Ethical Business Conduct – People & Culture Committee**

*WHEREAS the Board has reviewed the Revised Standards of Ethical Business Conduct for Employees and Contractors (the "Revised SOEBC");*

*AND WHEREAS the Board has received a recommendation from the People and Culture Committee to approve the Revised SOEBC;*

*NOW THEREFORE be it resolved that:*

1. *The Revised SOEBC 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.*

#### **1.10. Revised Working Remotely Policy – People & Culture Committee**

*WHEREAS the Board has reviewed the revised Working Remotely Policy;*

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

*NOW THEREFORE be it resolved that the revised Working Remotely Policy is hereby approved.*

#### **1.11. New Policies- Management's Assessment - Governance & Social Purpose Committee**

*WHEREAS the Board has reviewed management's assessment of the Legal Hold Policy ("Management's Assessment");*

*AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve Management's Assessment;*

*NOW THEREFORE be it resolved that:*

- 1. The Board hereby approves Management's Assessment; 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**

### **1.4. Q1 Revised Forecast & Projections (TBS)**

The Audit Chair introduced the Q1 Revised Forecast & Projections, noting the Audit Committee's discussion of this item the previous week. Alan Kerr provided further context. A discussion ensued regarding business recovery and the impact of inflation on the Q1 Revised Forecast & Projections.

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

*WHEREAS the Board has reviewed the Corporation's forecast for fiscal year 2022/23 and projections for fiscal years 2023/24 - 2026/27 (the "Q1 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 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.*

Cynki Taylor left the meeting.

### **2.1. Open Bid Process Recommendation for FY23-24**

The Audit Chair provided an overview of the Audit Committee's discussion of the open bid process recommendation for FY23-24.

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

*WHEREAS the Audit Committee has recommended that the Corporation be authorized to extend the Master Services Agreement with KPMG LLP to August 31, 2024;*



NOW THEREFORE be it resolved that:

1. *The Board authorize the Corporation to extend the Master Services Agreement with KPMG LLP to August 31, 2024; 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. Proposed 2023 Meeting Schedule**

Christine Carter took the proposed 2023 Meeting Schedule as read, noting that a few typographical errors had been raised at the Governance and Social Purpose Committee, namely:

- The Audit Committee on May 4<sup>th</sup> should be listed as being held in Vancouver, not Kamloops;
- The Board Social on May 11<sup>th</sup> should be listed as a regular Board meeting; and
- The December 7<sup>th</sup> Board meeting should have the note “if required” removed.

The Governance and Social Purpose Committee also suggested that the virtual Audit Committee and Board meetings in mid-January be held back-to-back, if possible. Finally, the Committee members recommended that a strategy session be held in approximately 6 months' time.

The Board unanimously concurred with the proposed 2023 meeting schedule, as amended by the Governance and Social Purpose Committee, and requested that meeting invites be sent out as soon as reasonably possible.

## **3. REPORT BY CHAIR**

The Report by Chair was deferred in the interest of time.

## **4. REPORTS BY MANAGEMENT**

### **4.1. Report by Interim President & CEO**

Lynda Cavanaugh provided a brief report, noting the impact of the recent Rogers outage.

### **4.2. Management Reports**

#### **4.2.1. Finance & Corporate Services**

Alan Kerr took the Finance & Corporate Services report as read, noting the ongoing work on the *Financial Information Act* Report. A discussion ensued regarding the Kamloops Revitalization Project and the potential to advance Indigenous reconciliation.

The Board requested more information regarding the intentions for, and wording of, any Indigenous protocol or reconciliation agreement prior to execution.

#### **4.2.2. Operations**

Dan Beebe took the Operations report as read, noting that the Delta project and Lotto 6/49 enhancement were both scheduled to go live in September. A discussion ensued regarding progress on 100% known play, online Player Health standards, casino labour agreements and the business recovery post-COVID.

#### **4.2.3. Business Technology**

Pat Davis took the Business Technology report as read, providing only highlights. Board members had no comments on the report.

#### **4.2.4. People & Culture**

Sandy Austin took the People & Culture report as read, noting the work completed on the employee self-identification portal. A discussion ensued regarding staff immigration from Ukraine. It was noted that

BCLC had won five high profile DEI awards. A discussion ensued regarding the employee engagement survey.

#### **4.2.5. Social Purpose & Player Experience**

Peter ter Weeme took the Social Purpose & Player Experience report as read, noting that the Director of Business Intelligence was departing, but that the hiring process for the role was underway. He also noted an upcoming Player Experience conference, as well as the municipal election occurring in the Fall.

A discussion ensued regarding government engagement, as well as the protocols for engaging employees that leave the organization to become consultants. The Board requested that the protocols be discussed at a future People & Culture Committee meeting. A further discussion ensued regarding ethical AI principles.

#### **4.2.6. Legal, Compliance, Security**

Marie-Noelle Savoie took the report as read, noting that the Lottery Draw audit services would be discussed later in the meeting. A discussion ensued regarding the potential impact of the Cullen Commission recommendations on BCLC.

#### **4.3. Q1 Dashboard**

Ryan Persaud joined the meeting, and the Chair thanked him for his service. Ryan Persaud presented the Q1 Dashboard. A discussion ensued regarding potential future metrics for the Dashboard, including player growth, employee engagement and connectivity between corporate results and the service plan metrics.

Ryan Persaud left the meeting.

### **5. COMMITTEE REPORTS**

#### **5.1. Audit**

Joan Axford provided the Audit Committee report, noting the recent assessment of the external auditors. The Board members had no questions.

#### **5.2. Governance & Social Purpose**

Mario Lee provided the Governance & Social Purpose Committee report, noting that the Committee had received an excellent presentation by Coro Strandberg. He also noted that the Committee recommended that the Committee structure review be deferred until at least the end of the year.

#### **5.3. People & Culture**

Dusty Kelly noted that all of the matters that had been discussed by the People & Culture Committee had already been covered during the Board meeting. She noted that the Committee meeting had been concise and focused.

*[Note- the Strategy & Risk Committee Report was provided in writing prior to the meeting. No verbal report was necessary because all Board members had attended the Committee meeting.]*

### **6. CORPORATE OPERATIONS**

#### **6.1. FY24 Priorities & Resource Overview**

Alan Kerr advised that the FY24 Priorities & Resource materials had been updated to incorporate feedback from the Audit Committee. He noted that the Board Chair, Interim CEO and Interim Chief People Officer would assist with the presentation, then he provided an overview of the FY24 business planning process.

Leah George-Wilson joined the meeting.

A discussion ensued regarding the framing of the FY24 priorities, the timeline for Board approval and the resources required for the corporate strategic refresh. The Interim CEO, CFO and Interim CPO continued the presentation of BCLC's revenue by business line, as well as future resource requirements.

A discussion ensued regarding the rationale for the future resource requirements, as well as the potential to reduce reliance on consultants. Board members also requested and received confirmation that there was adequate recruitment and onboarding capacity for future hires.

## **7. OTHER BUSINESS**

### **7.1. *In camera* Board Sessions (with the noted participants):**

#### **7.1.1. Interim CEO, Interim COO & CCO**

The Board went *in camera* with the Interim CEO, Interim COO and CCO to discuss the following matters at 12:08 pm, concluding at 12:35 pm.

The Interim CEO noted that they had had a briefing with Minister Sheila Malcolmson, Minister of Mental Health and Addictions.

##### **7.1.1.1. Update on Ontario Market/Grey Market**

##### **7.1.2. Interim CEO and CCO**

The Board went *in camera* with the Interim CEO and CCO to discuss the following matters at 12:35 pm, concluding at 12:38 pm.

##### **7.1.2.1. Lottery Draws - Independent Audit**

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

*WHEREAS the Audit Committee has recommended the approval of certain additional services to be provided by KPMG LLP;*

*NOW THEREFORE be it resolved that:*

- 1. The Board approve the engagement with KPMG LLP to provide post validation review of Audit Services assurance work of BCLC's draw related services for the period of July 21, 2022 to December 31, 2022 for fees not to exceed 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.*

##### **7.1.3. Interim CEO & Chief People Officer**

The Board went *in camera* with the Interim CEO and Interim Chief People Officer to discuss the following matters at 12:38 pm, concluding at 1:03 pm.

##### **7.1.3.1. Compensation Compression**

##### **7.1.3.2. Executive Succession & Development**

##### **7.1.4. Board**

The Board determined that an "*in camera*" session without the Interim CEO and Interim Chief People Officer was not necessary.

#### **7.1.4.1. Officer Appointment**

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

*WHEREAS, pursuant to CABRO's Human Resources Training for BC Public Sector Appointees (May 2019), the Board is responsible for recruiting and selecting a CEO candidate for recommendation to the B.C. Government for approval, but may retain the services of a third-party recruitment firm if desired;*

*AND WHEREAS, the services of a third-party recruitment firm, Leaders International Executive Search (**Leaders International**), have been retained;*

*AND WHEREAS, the Board has reviewed Leaders International's CEO recruitment process; interviewed prospective CEO candidates at length and previously discussed the matter "in camera";*

*RESOLVED THAT, the following CEO candidate be and hereby is selected by the Board for recommendation to the B.C. Government for approval:*

*Patrick Davis*

#### **7.1.4.2. Whistleblower Report, if any**

The Board went *in camera* with the Interim CEO, Interim Chief People Officer and Chief Information Officer to discuss the following matters at 1:03 pm, concluding at 1:09 pm.

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

*WHEREAS Sandra Austin has accepted the permanent position of Chief People Officer and Dan Beebe has accepted the permanent position of Chief Operating Officer with the Corporation;*

*NOW THEREFORE be it resolved that the following are hereby appointed officers of the Corporation, with the offices set forth next to their names, until their successors are appointed:*

*Sandra Austin    Chief People Officer*

*Dan Beebe        Chief Operating Officer*

The meeting was adjourned at 1:09 pm.

s 22

Chair s 22



**Minutes of the Meeting of the Board of Directors  
held at 10:00 am (PT) 22 September 2022**

Location: Via MS Teams

Board Present:

Greg Moore	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Leah George-Wilson	
Dusty Kelly	
Mario Lee	
Gil Malfair	
Coro Strandberg	

Regrets:

Lisa Ethans  
Nejeed Kassam

Management Present:

Pat Davis	President and Chief Executive Officer
Alan Kerr	Chief Financial Officer and Vice President, Finance and Corporate Services
Peter ter Weeme	Chief Social Purpose Officer & Vice President, Player Experience
Sandy Austin	Chief People Officer
Michelle Webb	Senior Manager, Corporate Finance
Christine Carter	Corporate Secretary & Director of Governance
Suzanne Rowley	Assistant Corporate Secretary

Greg Moore took the Chair at 10:04 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 10:04 am.

**IN CAMERA SESSION**

The Board went *in camera* at 10:04 am, concluding at 10:15 am.

**1 LAND ACKNOWLEDGEMENT & CONSENT AGENDA**

**1.1 Agenda**

**1.1.1 Action Items List for Reference**

**1.2. Appointment of Officer**

Management joined the meeting, and the Chair provided the land acknowledgement.

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

RESOLVED that:

1. The appointment of Patrick Davis as 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 with effect from and after s. 22 ; 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.

## **2 CORPORATE APPROVALS**

### **2.1 Financial Information Act Report**

Alan Kerr introduced the FIA Report and Michelle Webb provided the presentation. She described the overall process to develop the FIA Report, including the reconciliation process.

The Board Chair requested and received information regarding the severance trends. The Audit Chair congratulated the team on their close reconciliation.

A discussion ensued regarding vendor reliance and corporate interdependencies. A further discussion ensued regarding staff communications and the process to explain the FIA report to new employees.

Board members requested that a supplementary report be provided to the Board at the next quarterly meeting, which lists the business names for the numbered companies included in the report.

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

*WHEREAS the Board has reviewed the Statement of Financial Information for the fiscal year ended March 31st, 2022 (the "SOFI");*

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

*NOW THEREFORE be it resolved that:*

- 1. The SOFI 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 OTHER BUSINESS**

### **3.1 In camera Sessions**

### **Discussion**

#### **3.1.1 Board**

The Board went *in camera* with the President & CEO at 10:50 am, concluding at 11:02 am.

## **4 NEXT MEETING**

There being no further business, the meeting was terminated at 11:02 am.

The next meeting is scheduled for 26 October 2022 in Vancouver.

s 22

Chair s 22





## Minutes of the Meeting of the Board of Directors held at 11:15 am (PT) 26 October 2022

Location: Boardroom – BCLC, 2940 Virtual Way, Vancouver, BC V5M 0A6

Board Present:

Greg Moore	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Leah George-Wilson	
Nejeed Kassam	
Dusty Kelly	
Mario Lee	
Gillain Malfair	
Coro Strandberg	

Management Present:

Pat Davis	President & Chief Executive Officer
Dan Beebe	Chief Operating Officer
Alan Kerr	Chief Financial Officer & VP, Corporate Services
Marie-Noelle Savoie	Chief Compliance Officer & VP, Legal, Compliance, Security
Shirley Beveridge	Acting Chief Information Officer & VP, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Stakeholder Engagement
Sandy Austin	Chief People Officer
Cynki Taylor*	Director, Financial Planning & Analysis (Item 4.2)
Jodi MacAulay*	Director, Business Intelligence (Item 6.3)
Laura Piva-Babcock*	Director, Communications (Item 8.1)
Chris Fairclough*	Director, Social Purpose & Stakeholder Engagement (Item 8.2 and 8.3)
Lisa Fuller*	Director, People Development & Operations (Item 8.4)
Leon Bresler*	Interim Co-General Counsel (Item 8.4)
Genevieve Bowers*	Policy Analyst (Item 8.4)
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

Observers & Guests:

s. 22

(\*attending in part)

Greg Moore took the Chair at 11:14 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 11:14 am.

### **IN CAMERA SESSION**

The Board went *in camera* at 11:14 am, concluding at 11:23 am.

### **LAND ACKNOWLEDGEMENT**

The Chair provided the land acknowledgement and welcomed s. 22 to the meeting.

## **1 AGENDA**

### **1.1 Action Items List for Reference**

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

## **2. MINUTES OF 28 JULY & 22 SEPTEMBER 2022**

Management joined the meeting and the minutes of the 28 July & 22 September 2022 meetings were presented. Board members had no comments on the minutes.

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

## **3. CONSENT AGENDA**

The Chair requested comments on the Consent Agenda. Board members had no comments.

On motion duly made and carried, the following resolutions were adopted:

### **3.1. Board Competency and Attributes Matrix**

*WHEREAS the Board has discussed proposed amendments to the Board Competency and Attributes Matrix;*

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

*NOW THEREFORE be it resolved that:*

- 1. The Board hereby approves the proposed amendments to the Board Competency and Attributes Matrix; 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.*

### **3.2. Board Evaluation Process**

*WHEREAS the Board has reviewed the proposed Board Evaluation process for 2022;*

*AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve the proposed Board Evaluation process for 2022;*

*NOW THEREFORE be it resolved that:*

- 1. The Board hereby approves the Board Evaluation process for 2022, as presented at the meeting; 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.*

### **3.3. 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.

### **3.4. Pension Plan Governance Documents**

*WHEREAS the Board has reviewed the revised Pension Plan Funding Policy and the revised Pension Plan Administration Manual;*

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

*NOW THEREFORE be it resolved that:*

1. The Board hereby approves the revised Pension Plan Funding Policy and the revised Pension Plan Administration Manual; 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.

### **3.5. Director Orientation Process**

*WHEREAS the Board has discussed proposed amendments to the Board Orientation Plan;*

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

*NOW THEREFORE be it resolved that:*

1. The Board hereby approves the proposed amendments to the Board Orientation 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.

## **4 CORPORATE APPROVALS**

### **4.1. Q2 Financial Statements**

Alan Kerr provided an overview of the Q2 Financial Statements. A discussion ensued regarding the increase in revenue and the potential impact of ongoing inflation.

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

*WHEREAS the Board has reviewed the financial statements for the second quarter of the fiscal year 2022/2023;*

*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 2022/2023 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.

### **4.2. Q2 Revised Forecast & Projections (TBS)**

Cynki Taylor joined the meeting and reviewed the process for government approval of the Q2 Revised Forecast. She also presented highlights of the Q2 Revised Forecast, including the Net Income FY23 – FY27 Forecast. A discussion ensued regarding the impact of inflation and a possible recession.

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

*WHEREAS the Board has reviewed the Corporation's forecast for fiscal year 2022/23 and projections for fiscal years 2023/24 - 2026/27 (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.*

Cynki Taylor left the meeting.

#### **4.3. Player Health Strategy**

Peter ter Weeme provided a summary of the Player Health Strategy, noting that it had also been presented to the Governance and Social Purpose Committee and reframed as a Player Health Framework.

The Chair of the Governance and Social Purpose Committee commented on the link between the Player Health Framework and the corporate goals. Board members had no questions.

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

*WHEREAS the Board has reviewed the Player Health Framework;*

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

*NOW THEREFORE be it resolved that the Player Health Framework is hereby approved.*

#### **4.4. Compensation Philosophy and Plan**

Sandy Austin presented the Compensation Philosophy and Plan, noting that it is brought forward annually to the Board. She advised that the redlined changes were in the nature of housekeeping edits. A brief discussion ensued regarding the recategorization of employee pay grades if their duties change.

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

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

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

*NOW THEREFORE be it resolved that:*

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

#### **4.5. Compensation Review & Salary Plan (Merit Increase)**

Sandy Austin presented the Compensation Review & Salary Plan (Merit Increase), noting that BCLC is a pay for performance organization. A discussion ensued regarding the government approval process, as well as the People & Culture Committee's review of the merit increase.

Board members requested clarification on some of the defined terms, as well as the process for determining eligibility for the merit increase. A discussion ensued regarding the impact of changes to the cost of living, as well as the anticipated employee response to the merit increase.

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

*WHEREAS the Board has reviewed Management's proposal to provide merit increases for all eligible employees and Management effective April 1, 2023;*

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

*NOW THEREFORE be it resolved that:*

- 1. The Board hereby approves a merit increase for all eligible employees and management of an average 5.0 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, 2023; 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.*

## **5. REPORT BY CHAIR**

The Chair congratulated BCLC staff on the successful World Lottery Summit hosted in Vancouver.

## **6. REPORTS BY MANAGEMENT**

### **6.1. Report by President & CEO**

Pat Davis provided his report, noting the launch of a new casino in Delta, the launch of the Lotto 6/49 Gold Ball initiative and the successful hosting of the World Lottery Summit. A discussion ensued regarding tactics that had been used in Finland to reduce the incidence of problem gambling.

### **6.2. Management Reports**

#### **6.2.1. Finance & Corporate Services**

Alan Kerr provided highlights from the Finance & Corporate Services report. Board members had no questions.

#### **6.2.2. Operations**

Dan Beebe presented the Operations report, highlighting the performance of the new casino in Delta and the expansion of PlayNow to Saskatchewan. A discussion ensued regarding other potential expansion opportunities.

#### **6.2.3. Business Technology**

Shirley Beveridge took the Business Technology report as read and solicited questions from the Board. Board members received clarification on the differences between the various teams mentioned in the report.

#### **6.2.4. People & Culture**

Sandy Austin took the People & Culture report as read, noting that the first Crown Diversity and Inclusion conference was being hosted by BCLC on November 18<sup>th</sup>. A discussion ensued regarding the potential use of AI in recruitment and the development of a data ethics policy.

Board members requested a full presentation of the results of the latest employee engagement survey at the next meeting.

#### **6.2.5. Social Purpose & Player Experience**

Peter ter Weeme took the Social Purpose & Player Experience report as read, noting the impact of the grey market. A discussion ensued regarding the corporation's reputation score.

#### **6.2.6. Legal, Compliance, Security**

Marie-Noelle Savoie took the Legal, Compliance, Security report as read, noting progress on the Gaming Control Act amendments. Board members requested an information memo on the aspects of the Gaming Control Act amendments that would impact the Board.

#### **6.3. Q2 Dashboard**

Jodi MacAulay joined the meeting and Peter ter Weeme provided a brief introduction. Jodi MacAulay presented the Q2 Dashboard and a discussion ensued regarding the public perception of casinos and appropriate metrics to track progress.

Jodi MacAulay left the meeting.

### **7. COMMITTEE REPORTS**

#### **7.1. Audit**

Joan Axford delivered the Audit Committee report, noting that the Board had already received reports on the financial matters reviewed by the Committee. The Committee had also reviewed areas of focus for Audit Services, as well as BCLC's future ESG reporting and the Committee's potential role in oversight.

One of the Committee members noted an upcoming Fraud Risk Assessment.

#### **7.2. Governance & Social Purpose**

Mario Lee delivered the Governance and Social Purpose Committee report, noting that some of the items discussed by the Committee had already been reviewed as part of the Board's Consent Agenda.

One of the Committee members noted that a Stakeholder Governance Framework document would be circulated to the full Board for feedback.

#### **7.3. People & Culture**

Dusty Kelly provided a detailed report on the deliberations of the People & Culture Committee. The Board members had no questions.

*[Note- No Strategy & Risk Committee report was necessary because all of the Board members are also members of the Strategy & Risk Committee.]*

### **8. CORPORATE OPERATIONS**

#### **8.1. Service Plan – Key Messages**

Laura Piva-Babcock joined the meeting and provided the Service Plan – Key Messages. A discussion ensued regarding the process for incorporating any potential changes to the Service Plan that may be required if government issues a new Mandate letter.

Management confirmed alignment of the Service Plan with the current Mandate letter. Board members emphasized the need for continued alignment between BCLC's strategic priorities and the Service Plan.

Laura Piva-Babcock left the meeting.

#### **8.2. ESG Policy**

Chris Fairclough joined the meeting and provided a brief presentation on the ESG Policy. He noted that management was seeking the Board's input on the Policy, so it could be finalized for approval in January. A discussion ensued regarding the interplay between the Corporation's social purpose and ESG Policy.

A further discussion ensued regarding the extent of stakeholder engagement, the receipt of external advice and the reception by employees. Board members also requested and received information regarding the monitoring and assurance process for ESG metrics.



### **8.3. ESG Framework**

Chris Fairclough presented the ESG Framework, noting that it would be reviewed to ensure it aligns with the new corporate strategy that is being developed in early 2023. A discussion ensued regarding budgetary requirements, future key performance indicators and the assurance process to validate them.

Chris Fairclough left the meeting.

### **8.4. Public Interest Disclosure Procedure**

Leon Bresler, Lisa Fuller and Genevieve Bowers joined the meeting.

The Board Chair introduced Leon Bresler, who presented a summary of the Public Interest Disclosure Procedure. The Governance and Social Purpose Committee Chair provided a recap of the discussion at the Committee level regarding potential conflict with the existing Whistleblower Procedure.

Lisa Fuller noted the voluntary nature of the Public Interest Disclosure Procedure and the introduction of a neutral third party, the Ombudsperson, to receive disclosures. Leon Bresler noted the legislative requirement for CEO approval of the Procedure and advised of the upcoming deadline for approval.

Sandy Austin noted that there may be overlap with the existing Respectful Workplace Procedure. Board members requested that management consider providing consolidated, quarterly updates to the Board on reports received through the Procedure, similar to the current Whistleblower Reports, as long as such reports do not infringe on privacy or any other legislative requirements.

## **9. OTHER BUSINESS**

### **9.1. *In camera* Board Sessions (with the noted participants):**

#### **9.1.1. CEO & Chief People Officer**

The Board went *in camera* with the CEO and Chief People Officer to discuss the following matters at 2:35 pm, concluding at 2:48 pm:

##### **9.1.1.1. CEO Objectives**

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

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

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

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

#### **9.1.2. Board**

The Board went *in camera* with the CEO to discuss the following matters at 2:48 pm, concluding at 3:33 pm:

##### **9.1.2.1. Committee Composition**

##### **9.1.2.2. Future ICE & G2E Conferences**

The Board went *in camera* without management to discuss the following matters at 3:33 pm, concluding at 3:44 pm:

##### **9.1.2.3. Whistleblower Report, if any**

## 10. NEXT MEETING

There being no further business, the meeting was adjourned at 3:44 pm.

The next meeting is scheduled for 1 December 2022 in Vancouver.

s 22

Chair s 22

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## Minutes of the Meeting of the Board of Directors held at 9:00 am (PT) 1 December 2022

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

Board Present:

Greg Moore	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Leah George-Wilson	
Nejeed Kassam	
Dusty Kelly	
Gillain Malfair	
Coro Strandberg	

Board Not Present:

Mario Lee

Management Present:

Pat Davis	President and Chief Executive Officer
Dan Beebe	Chief Operating Officer
Alan Kerr	Chief Financial Officer & VP, Corporate Services
Marie-Noelle Savoie	Chief Compliance Officer & VP, Legal, Compliance, Security
Shirley Beveridge	Acting Chief Information Officer & VP, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Stakeholder Engagement
Sandy Austin	Chief People Officer
Kevin deBruyckere*	Director, AML & Investigations (Item 4.1)
Cynki Taylor*	Director, Financial Planning & Analysis (Item 5.1)
Richard Fenster*	Director, Corporate Strategy (Item 5.1)
Sarah Turtle*	Director, People Engagement & Organizational Development (Item 5.1)
Laura Piva-Babcock*	Director, Communications (Item 6.1)
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

Guest Speakers:

s. 22

(\*attending in part)

Greg Moore took the Chair at 9:13 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 9:13 am.

### **LAND ACKNOWLEDGEMENT**

Greg Moore provided the land acknowledgement and Leah George-Wilson welcomed the attendees to the territory of the Squamish, Tsleil-Waututh and Musqueam Nations.

## **1 STRATEGIC PLAN WORKSHOP**

Pat Davis introduced the guest speakers from Deloitte and provided the agenda for the workshop.

Richard Fenster provided commentary on the previous strategic plan. A discussion ensued regarding the headwinds that the organization had faced in the past three years, such as the COVID pandemic, casino shutdown, Executive turnover and corporate reorganization.

s. 22 introduced s. 22 and s. 22, s. 22 provided a presentation on the mindset of the futurist and how emerging exponential technologies will likely impact the future of business. s. 22 commented on emerging lottery innovations.

s. 22 and s. 22 left the meeting.

s. 22 presented a summary of key deliverables for Q1 FY24 for both the Business Planning Process and Strategy Refresh. He provided a summary of the outcome from the stakeholder interview process and the proposed strategy planning process, noting five key touchpoints for Board consultation.

Board members confirmed that they would need ample time for discussion of the refreshed strategy prior to final approval. They also requested that they receive materials at least two weeks in advance of the upcoming meetings, and noted that a refresh of the BCLC Vision should be included in the process.

s. 22 presented the internal BCLC assessment and draft scenario planning. s. 22 reviewed the planned approach for the next meeting and thanked everyone for their participation.

## **2 AGENDA**

### **2.1 Action Items List for Reference**

The Chair invited comments on the agenda, but the Board members had no comments.

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

## **3 MINUTES OF 26 OCTOBER 2022**

The Chair invited comments on the minutes, but the Board members had none.

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

## **4 BOARD EDUCATION**

### **4.1 Annual AML Compliance Training & Update**

Kevin deBruyckere joined the meeting and introduced himself to the new Board members. He provided a video explaining the basic principles of money laundering. Marie-Noelle Savoie reviewed the applicable regulatory reporting obligations, noting that BCLC is a reporting entity for purposes of the legislation.

Kevin deBruyckere noted BCLC's proactive engagement with law enforcement and investigative agencies, as well as FINTRAC. He provided an update on the German recommendations and Marie-Noelle Savoie provided an update on the Cullen Commission recommendations.

A discussion ensued regarding account-based play versus known play, as well as the difference between Suspicious Transaction Reports and Unusual Transaction Reports.

Kevin deBruyckere left the meeting.

## **5 CORPORATE APPROVALS**

### **5.1 FY24 Business Plan**

Cynki Taylor, Richard Fenster and Sarah Turtle joined the meeting. Pat Davis advised that the Executive team would like to defer the approval of the FY24 Business Plan to January due to some new information that had recently been received.

A discussion ensued regarding the potential impact of the new information on the FY24 Business Plan. Board members requested that the revised materials for the FY24 Business Plan contain an overview of the status of the items in the current 3-5 year Strategic Plan.

Alan Kerr provided a net income sensitivity analysis. The Board members had no questions.

Cynki Taylor, Richard Fenster and Sarah Turtle left the meeting.

## **6. CORPORATE OPERATIONS**

### **6.1. Draft Service Plan**

Laura Piva-Babcock joined the meeting. She provided an overview of some edits to the draft Service Plan which had been recommended by government. Board members recommended a few further edits which were duly noted.

Laura Piva-Babcock left the meeting.

### **6.2. Lottery Terminal Replacement**

Shirley Beveridge provided an update on the Lottery Terminal Replacement project, noting that a combination of factors were contributing to a delayed launch date. Board members requested an update on the revised launch date at the next meeting.

## **7. OTHER BUSINESS**

### **7.1. *In camera* Sessions**

#### **7.1.1. Board**

The Board went *in camera* to discuss the following matter at 3:13 pm, concluding at 3:50 pm.

##### **7.1.1.1. Committee Composition**

Board members requested that staff explore the possibility of holding one 2023 Board meeting at a smaller casino venue, but ensure that there is remote capability for Board members to join if they are unable to attend in person.

## **8. NEXT MEETING**

There being no further business, the meeting was adjourned at 3:50 pm.

The next meeting is scheduled for 10 January 2023.

s 22

Chair s 22





## **Minutes of the Meeting of the Board of Directors held at 11:00 am (PT) 10 January 2023**

Location: Via Microsoft Teams

Board Present:

Greg Moore	Chair
Joan Axford	
Hilary Cassady	
Lisa Ethans	
Leah George-Wilson	
Nejeed Kassam	
Dusty Kelly	
Mario Lee	
Gillain Malfair	
Coro Strandberg	

Board Not Present:

Fiona Chan

Management Present:

Alan Kerr	Chief Financial Officer & VP, Corporate Services
Sandy Austin	Chief People Officer
Dan Beebe	Chief Operating Officer
Marie-Noelle Savoie	Chief Compliance Officer & VP, Legal, Compliance, Security
Shirley Beveridge	Acting Chief Information Officer & VP, Business Technology
Cynki Taylor*	Director, Financial Planning & Analysis
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

(\*attending in part)

Greg Moore took the Chair at 11:10 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 11:10 am.

### ***WELCOME TO INDIGENOUS TERRITORY***

Management joined the meeting and Leah George-Wilson provided a welcome to Indigenous territory.

#### **1 CONSENT AGENDA**

##### **1.1 Agenda**

##### **1.1.1 Action Items List for Reference**

##### **1.2 Minutes of 1 December 2022**

##### **1.3 Draft Service Plan**

The Chair requested comments on the Consent Agenda. Board members had no comments.

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

WHEREAS the Board has reviewed the Service Plan for fiscal years 2023/2024–2025/2026 (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. CORPORATE APPROVALS**

### **2.1. FY24 Business Plan**

#### **2.2. Q3 Revised Forecast & Projections (TBS)**

Alan Kerr commented on the FY24 Business Plan, noting that approval of the Plan had been delayed from December to January, so that the most recent financial forecast could be analyzed to determine if there was a material impact on the Plan. However, further analysis determined that there was no material impact.

The Board Chair noted that the Business Plan was an internal document, so timing of approval was flexible. Board members requested that a report be provided after the meeting on any outstanding items from the 2019 Strategic Plan, including information as to which initiatives had been achieved, deferred or stopped.

Board members requested an update at a future Strategy Committee meeting on the strategy to combat the illegal gambling market in Canada, as well as further details on the impact of this market on BCLC. Board members also requested that a final copy of the FY24 Business Plan be circulated after the meeting.

Cynki Taylor joined the meeting and presented the Q3 Revised Forecast & Projections. Dan Beebe commented on external factors that influenced eGaming Revenue Risk. The Audit Chair commented on the discussion of the Q3 Revised Forecast that had occurred at the preceding Audit Committee meeting.

A discussion ensued regarding the interplay between the Q3 Revised Forecast & Projections and the FY24 Business Plan. A further discussion ensued regarding the potential to develop new casino facilities.

On motion duly made and carried, the following resolutions were adopted:

#### FY24 Business Plan

WHEREAS the Board has reviewed the Corporation’s business plan, operating and capital budgets for fiscal year 2023/2024 (the “**FY24 Business Plan**”);

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

NOW THEREFORE be it resolved that:

1. The FY24 Business 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.

#### Q3 Revised Forecast & Projections (TBS)

WHEREAS the Board has reviewed the Corporation’s forecast for fiscal year 2022/23 and projections for fiscal years 2023/24 – 2026/27 (the “**Q3 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 Q3 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.

**3. OTHER BUSINESS**

**3.1. In camera Session**

**3.1.1. Board**

The Board went *in camera* at 11:54 am, concluding at 12:05 pm.

**10. NEXT MEETING**

There being no further business, the meeting was adjourned at 12:05 pm.

The next meeting is scheduled for 31 January 2023 in Vancouver.

s 22

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Chair s 22



## Minutes of the Meeting of the Board of Directors held at 9:00 am (PT) 31 January 2023

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

Board Present:

Greg Moore	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan*	
Lisa Ethans	
Leah George-Wilson	
Nejeed Kassam	
Dusty Kelly	
Mario Lee	
Gillain Malfair	
Coro Strandberg	

Management Present:

Pat Davis	President and Chief Executive Officer
Dan Beebe	Chief Operating Officer
Alan Kerr	Chief Financial Officer & VP, Corporate Services
Marie-Noelle Savoie	Chief Compliance Officer & VP, Legal, Compliance, Security
Shirley Beveridge	Acting Chief Information Officer & VP, Business Technology
Mark Goldberg	Chief Information Officer & VP, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Stakeholder Engagement
Sandy Austin	Chief People Officer
Jodi MacAulay*	Director, Business Intelligence
Sarah Turtle*	Director, People Engagement & Organizational Development
Karen Pinette*	Director, Corporate Services & Facilities
Jim Gudjonson*	Manager, Sustainability Innovation
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

(\*attending in part)

Greg Moore took the Chair at 9:13 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 9:13 am.

### **IN CAMERA SESSION**

The Board went *in camera* at 9:13 am, concluding at 9:18 am.

### **WELCOME TO INDIGENOUS TERRITORY**

Management joined the meeting and Leah George-Wilson provided the welcome to Indigenous Territory.

### **1 AGENDA**

#### **1.1 Action Items List for Reference**

The Chair requested comments on the Agenda. Board members had no comments.

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

## **2. CONSENT AGENDA**

The Chair requested comments on the Consent Agenda. Board members had no comments.

On motion duly made and carried, the following resolutions were adopted:

### **2.1. ESG Policy**

*WHEREAS the Board has reviewed the ESG (Environmental, Social, and Governance) Policy;*

*AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve the ESG (Environmental, Social, and Governance) Policy;*

*NOW THEREFORE be it resolved that the ESG (Environmental, Social, and Governance) Policy is hereby approved.*

### **2.2. ESG Framework**

*WHEREAS the Board has reviewed the ESG (Environmental, Social, and Governance) Framework;*

*AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve the ESG (Environmental, Social, and Governance) Framework;*

*NOW THEREFORE be it resolved that the ESG (Environmental, Social, and Governance) Framework is hereby approved.*

### **2.3. Management Assessment – New Software Policy**

*WHEREAS the Board has reviewed management's assessment of the Software, Applications and Services Policy ("Management's Assessment");*

*AND WHEREAS the Board has received a recommendation from the Governance & Social Purpose Committee to approve Management's Assessment;*

*NOW THEREFORE be it resolved that:*

- 1. Management's Assessment 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. Pension Plan Governance Documents**

*WHEREAS the Board has reviewed the revised Pension Plan Statement of Investment Policies & Procedures and the revised Pension Plan Governance Policy;*

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

*NOW THEREFORE be it resolved that:*

- 1. The revised Pension Plan Statement of Investment Policies & Procedures and the revised Pension Plan Governance 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.*

### **2.5. Additional KPMG Services- SOC 1 Report**

*WHEREAS THE Audit Committee has recommended that the Board approve the engagement of KPMG LLP to perform some additional non-audit services;*

*NOW THEREFORE be it resolved that:*



1. The engagement of KPMG LLP to prepare a SOC 1 Type 1 report, with respect to the PlayNow system specific to financial reporting, for the period 1 February 2023 to 31 May 2023, inclusive, for a fee not to exceed s. 21 is hereby approved; 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.

## **2.6. ERMS Charter**

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

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

NOW THEREFORE be it resolved that:

1. The 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.

## **2.7. Risk Appetite & Tolerance Levels**

WHEREAS the Board has reviewed BCLC's established risk appetite and tolerance levels;

AND WHEREAS the Board has received a recommendation from the Strategy & Risk Committee (Committee) to approve the foregoing;

NOW THEREFORE be it resolved that:

1. The risk appetite and tolerance levels are hereby approved, subject to a comprehensive review of these levels to be performed over the 2022-24 fiscal years;
2. Management is instructed to bring the results of the comprehensive review of the risk appetite and tolerance levels, including any proposed changes, to the Board for consideration in October 2023; 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.

## **2.8. BCLC Annual Resolution**

RESOLVED that:

1. The following are appointed officers of the Corporation for fiscal year 2023-2024 or until their successors are appointed:

Pat Davis	President and Chief Executive Officer
Dan Beebe	Chief Operating Officer
Alan Kerr	Chief Financial Officer and Vice President, Corporate Services
Marie-Noelle Savoie	Chief Compliance Officer and Vice President, Legal, Compliance, Security
Mark Goldberg	Chief Information Officer & Vice President, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & Vice President, Player Experience
Sandy Austin	Chief People Officer

2. *All changes to the officers' titles made by the Interim President and Chief Executive Officer or the President and Chief Executive Officer during fiscal year 2022-2023, 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 Strategy & Risk Committee during fiscal year 2022-2023 are hereby approved, ratified and confirmed.*

### **3. REPORT BY CHAIR**

The Chair outlined the collaborative process and timeline for the next 3-5 year Corporate Strategy to be co-developed by management and the Board. Board members provided feedback on a recent Strategy Session that had been facilitated by a third party to permit full participation by the Executive and Board.

Fiona Chan joined the meeting.

Board members provided further feedback on the recent Strategy Session. The Chair thanked the Executive team for their fulsome participation.

### **4. REPORTS BY MANAGEMENT**

#### **4.1. Report by President & CEO**

Pat Davis provided his report, noting that he had recently launched a town hall meeting to connect with employees. He was also meeting with various other stakeholders, including government and Indigenous groups. A discussion ensued regarding stakeholder engagement, including with service providers.

#### **4.2. Management Reports**

##### **4.2.1. Finance & Corporate Services**

Alan Kerr took the Finance & Corporate Services report as read, noting a minor typographical error. A discussion ensued regarding the Executive team's recent business continuity exercise. A further discussion ensued regarding possible business continuity training for Board members.

##### **4.2.2. Operations**

Dan Beebe took the Operations report as read, providing only the highlights. A discussion ensued regarding PlayNow performance in Saskatchewan, the opening of the Delta casino, supply chain and labour issues, as well as FINTRAC requirements regarding residential addresses.

##### **4.2.3. Business Technology**

Shirley Beveridge took the Business Technology report as read and solicited questions from the Board. Board members had no questions.

##### **4.2.4. People & Culture**

Sandy Austin took the People & Culture report as read and solicited questions from the Board. Board members had no questions.

##### **4.2.5. Social Purpose & Player Experience**

Peter ter Weeme took the Social Purpose & Player Experience report as read and solicited questions from the Board. Board members had no questions.

##### **4.2.6. Legal, Compliance, Security**

Marie-Noelle Savoie took the Legal, Compliance, Security report as read and solicited questions from the Board. Board members had no questions.

#### **4.3. Q3 Dashboard**

Jodi MacAulay joined the meeting and took the Q3 Dashboard as read. Board members had no questions.

Jodi MacAulay left the meeting.



## **5. COMMITTEE REPORTS**

### **5.1. Audit**

Joan Axford delivered the Audit Committee report, noting that the Board had already received reports on the financial matters reviewed by the Committee at their previously held meeting.

### **5.2. Governance & Social Purpose**

Mario Lee delivered the Governance and Social Purpose Committee report, noting that some of the items discussed by the Committee had already been reviewed as part of the Board's Consent Agenda.

### **5.3. People & Culture**

Dusty Kelly provided a report on the deliberations of the People & Culture Committee. The Board members had no questions.

*Note- see s.8.1.3. in Information Reports for Strategy & Risk Committee of the Whole Report.*

## **6. CORPORATE OPERATIONS**

### **6.1. Employee Engagement Survey Results**

Sarah Turtle joined the meeting and presented the Survey Results, noting that social purpose had been added to the survey. She also presented Management's proposed actions. A discussion ensued regarding the survey results, proposed actions and priority drivers (i.e., areas driving the responses).

Board members requested that the updated Employee Engagement Survey Results, including the latest Touchpoint Survey, be circulated when available. Board members also requested that management consider adding a review of the employee engagement survey results to the Board Terms of Reference.

Sarah Turtle left the meeting.

## **7. CORPORATE APPROVALS**

### **7.1. Q3 Financial Statements**

Alan Kerr provided an overview of the Q3 Financial Statements, noting that LottoMax rollovers of prize money had increased play and corresponding revenues. The Audit Chair summarized the Audit Committee's discussion of the Q3 Financial Statements and endorsed them for approval.

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

*WHEREAS the Board has reviewed the financial statements for the third quarter of the fiscal year 2022/2023;*

*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 2022/2023 are hereby approved; and*
- 2. Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

### **7.2. Emergency Evacuation Procedures**

Karen Pinette joined the meeting. The Chair noted that it was prudent to ensure that Board members were aware of the emergency evacuation procedures for both the Vancouver and Kamloops offices, in case there were no staff available. Karen Pinette provided the presentation, including exit routes.

Jim Gudjonson joined the meeting.

Board members requested that they receive an orientation tour of the Kamloops building, including evacuation routes and muster points, at a future meeting.

### **7.3. Kamloops Revitalization Project**

Alan Kerr introduced the Kamloops Revitalization Project and Karen Pinette provided the presentation. The Audit Chair summarized the Audit Committee's discussion of the Project and noted that the Audit Committee endorsed the Board's approval of the associated expenditure.

A discussion ensued regarding space requirements for the current workforce; a real estate market analysis that was in progress; possible 'green building' certification for the revitalized office building; ongoing recycling efforts, future social purpose impacts and Indigenous reconciliation opportunities.

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

*WHEREAS the Board has reviewed Management's request to approve an expenditure of up to s. 17 for an energy efficiency upgrade and facility lifecycle extension for the Kamloops headquarters (the "Kamloops Expenditure");*

*AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the Kamloops Expenditure;*

*NOW THEREFORE be it resolved that:*

- 1. The Kamloops 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.*

Karen Pinette and Jim Gudjonson left the meeting.

## **8. OTHER BUSINESS**

### **8.1. In camera Board Sessions (with the noted participants):**

#### **8.1.1. Board & Corporate Secretary**

The Board went *in camera* to discuss the following matters at 12:10 pm, concluding at 12:18 pm.

##### **8.1.1.1. Committee Composition**

On motion duly made and carried, the following resolutions were adopted:

##### Committee Names:

*WHEREAS the Board has reviewed the changes to certain Committee names which have been proposed by the Board Chair to streamline and standardize Committee nomenclature;*

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

*NOW THEREFORE be it resolved that:*

- 1. The changes of name for the following Committees be and hereby are approved:*

*FROM:*

*TO:*

*Strategy & Risk Committee of the Whole*

*Strategy Committee*

*People & Culture Committee*

*People Committee*

*Governance & Social Purpose Committee*

*Governance 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.*

##### Committee Membership:



WHEREAS the Board has reviewed the changes to the Committee membership (the "Committee Changes") which have been proposed by the Board Chair to refresh and rotate the Committees, pursuant to governance best practices;

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 voting members and, if indicated below, Chairs of the following Committees until their successors are appointed:

**Audit Committee**

Lisa Ethans, Chair  
Joan Axford  
Dusty Kelly  
Gil Malfair

**Governance Committee**

Coro Strandberg, Chair  
Leah George-Wilson  
Nejeed Kassam

**People Committee**

Mario Lee, Chair  
Hilary Cassady  
Fiona Chan

**Strategy Committee**

Greg Moore, Chair  
Joan Axford  
Hilary Cassady  
Fiona Chan  
Lisa Ethans  
Leah George-Wilson  
Nejeed Kassam  
Dusty Kelly  
Mario Lee  
Gil Malfair  
Coro Strandberg

**8.1.1.2. Whistleblower Report, if any**

**8.1.2. Board**

The Board went *in camera* to discuss the following matters at 12:18 pm, concluding at 1:03 pm.

**8.1.2.1. Any Other Business**

**9. NEXT MEETING**

There being no further business, the meeting was adjourned at 1:03 pm.

The next meeting is scheduled for 10 and 11 May 2023.

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Chair s. 22