



Minutes of the Meeting of the Board of Directors held at 8:30 am (PT) 11 May 2023

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	
Mario Lee	
Gillain Malfair	
Coro Strandberg	

Board Not Present:

Dusty Kelly

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
Mark Goldberg	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
Richard Fenster*	Director, Corporate Strategy
Andrew Garnham*	Director, Lottery Strategic Development
Jodi MacAulay*	Director, Business Intelligence
Rao Wandawasi*	Director, Audit Services
Sarah Turtle*	Director, People Engagement & Org Development
Rob Connolly*	Co-General Counsel
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

(*attending in part)

Greg Moore took the Chair at 8:32 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 8:32 am.

IN CAMERA SESSION

The Board went *in camera* at 8:32 am, concluding at 9:03 am.

LAND ACKNOWLEDGEMENT

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

1 AGENDA

1.1 Action Items List for Reference

The Chair noted that agenda item no.2.7 would be pulled out of the Consent Agenda for a brief discussion. Board members had no further comments on the Agenda.

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

2. CONSENT AGENDA

2.1.Minutes of 10 & 31 January 2023

The Chair requested comments on the Consent Agenda and the minutes of the January 10th and 31st meetings. Board members had no comments.

On motion duly made and carried, the minutes of January 10th and 31st, 2023 were approved and the following resolutions were adopted:

2.2.Additional KPMG Services- Lottery Recertification

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 provide an external independent assessment report, with respect to key information about BCLC's Responsible Gambling programs which is to be included in the 2023 submission to WLA, for the period 15 May 2023 to 30 September 2023, inclusive, for a fee not to exceed \$ 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.*

2.3.Process for Changes to Draw Program

To ensure the integrity of the overall process and to perform oversight from a governance perspective, any fundamental changes to the Draw Program, as listed below, will first be brought forward to the Audit Committee and Board for review and approval, prior to making any changes. Situations requiring prior Board approval are:

- Reporting structure changes for the Draw Integrity and Compliance team;
- Changes to staffing levels that may impact the ability to meet demands of draw governance; and/or
- If there is a proposed reduction in program oversight of the draw function.

WHEREAS the Board has reviewed the Process for Changes to the Draw Program (the "Process");

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

NOW THEREFORE be it resolved that:

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

2.4. FY24 Annual Audit Plan

WHEREAS the Board has reviewed the Annual Audit Plan produced by Audit Services for the fiscal year ending March 31, 2024 (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.*

2.5. Signing & Spending Authority Policy

WHEREAS the Board has reviewed the revised Signing Authority Policy;

AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the revised Signing Authority Policy;

NOW THEREFORE be it resolved that:

- 1. The revised Signing Authority Policy 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.*

2.6. Stakeholder Governance Framework

WHEREAS the Board has reviewed the Stakeholder Governance Framework;

AND WHEREAS the Board has received a recommendation from the Governance Committee to approve the Stakeholder Governance Framework;

NOW THEREFORE be it resolved that the Stakeholder Governance Framework is hereby approved.

2.7. Board Competency & Attributes Matrix [see section 3 below]

2.8. Officer Appointment

WHEREAS Peter ter Weeme's employment title and associated duties were changed to Chief Social Purpose Officer & Vice President, External Relations effective ^s 22

NOW THEREFORE be it resolved that the appointment of Peter ter Weeme as Chief Social Purpose Officer & Vice President, External Relations, with all the power, authority and discretion vested in or exercisable by that office, is hereby ratified, confirmed and approved effective ^s 22

3. CORPORATE APPROVALS

2.7. Board Competency & Attributes Matrix [continued from above]

A brief discussion ensued regarding an amendment to the Board Competency & Attributes Matrix. It was noted that the final competency in the Matrix should reference "Business / Entrepreneurship" experience.

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

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 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.*

3.1. Audited Consolidated Financial Statements

Alan Kerr presented the Audited Consolidated Financial Statements, noting only the highlights. The Audit Chair commented on the discussion at the previous Audit Committee meeting. Board members had no questions.

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, 2023;

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, 2023, 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, 2023; 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.*

3.2. Preliminary FY24-27 Forecast & Projections (TBS)

Cynki Taylor joined the meeting and provided a presentation on the Preliminary FY24-27 Forecast & Projections. 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 2023/2024 – 2026/27 (the "Preliminary FY24-27 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 FY24-27 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.

3.3. Draft Annual Service Plan Report

Peter ter Weeme took the Draft Annual Service Plan Report as read and requested comments. Board members suggested one addition, with the final wording to be approved by the Board Chair.

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

WHEREAS the Board has reviewed the annual service plan report for the fiscal year ending March 31, 2023; AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the foregoing;

NOW THEREFORE be it resolved that:

- 1. The annual service plan report for the fiscal year ending March 31, 2023, substantially in the form presented to the Board, together with such changes as may be approved by the Chair of the Board, is hereby approved.*
- 2. Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

3.4. Corporate Strategy

Richard Fenster and Cynki Taylor joined the meeting. The Chair noted that the Corporate Strategy had been thoroughly discussed at the previous Strategy Committee meeting. He invited final comments from the Board members. A brief discussion ensued regarding the associated targets and metrics.

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

WHEREAS the Board has reviewed the Corporate Strategy;

AND WHEREAS the Board has received a recommendation from the Strategy Committee to approve the Corporate Strategy;

NOW THEREFORE be it resolved that:

- 1. The Corporate Strategy is hereby approved;*
- 2. Staff are hereby directed to report on the target-setting process and metrics for the Corporate Strategy at the July Board meeting; 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.*

Richard Fenster and Cynki Taylor left the meeting.

3.5. Sports Strategy

Andrew Garnham joined the meeting and presented the Sports Strategy. A brief discussion ensued regarding the associated metrics, as well as the social purpose elements of the Sports Strategy.

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

WHEREAS the Board has reviewed the Sports Strategy;

AND WHEREAS the Board has received a recommendation from the Strategy Committee to approve the Sports Strategy;

NOW THEREFORE be it resolved that:

- 1. The Sports Strategy 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.*

Andrew Garnham left the meeting.

4. REPORT BY CHAIR

The Chair noted that an update had already been provided regarding his recent trip to Victoria. He commented on the smooth functioning of the Board and Committees, as well as improved Board-management dynamics.

5. REPORTS BY MANAGEMENT

5.1. Report by President & CEO

Pat Davis provided his report, noting the Corporation's excellent year-end revenue results, as well as the strong efforts of staff. He commented on the Corporation's participation in recent conferences, including the first in-person New Horizons conference since the COVID pandemic.

5.2. Management Reports

5.2.1. Finance & Corporate Services

Alan Kerr provided the Finance & Corporate Services Report. Board members had no questions.

5.2.2. Operations

Dan Beebe provided the Operations report. A discussion ensued regarding lottery operations, as well as new casino opportunities and ongoing municipal government discussions.

5.2.3. Business Technology

Mark Goldberg provided the Business Technology report, noting the recent addition of some new cybersecurity resources. He provided a brief commentary on a recent ransomware attack on Gateway in Ontario. A discussion ensued regarding methods of preventing such attacks in British Columbia.

Board members also discussed enhanced protection of players' personal information. A further discussion ensued regarding the potential impact of power outages on cybersecurity.

5.2.4. People & Culture

Sandy Austin presented the People & Culture report, noting only the highlights. Board members commented on the excellent use of graphics to communicate statistical information in the report. They suggested the inclusion of three-year trends going forward.

A discussion ensued regarding employee wellness, mental health and psychological safety. A further discussion ensued regarding the value of the hybrid remote work model in attracting new employees.

5.2.5. Social Purpose & External Relations

Peter ter Weeme provided the Social Purpose & External Relations report, noting the recent approval of the Stakeholder Governance Framework. A discussion ensued regarding the impact of the Corporation's social purpose on employee recruitment and the Corporation's reputation, as well as future focus areas.

5.2.6. Legal, Compliance, Security

Marie-Noelle Savoie provided the Legal, Compliance, Security report, noting only the highlights. A discussion ensued regarding Corporate Security at casinos, as well as the Kamloops head office. A further discussion ensued regarding next steps on the Data Transformation policy.

5.3. Q4 Dashboard

Jodi MacAulay joined the meeting and presented the Q4 Dashboard. Board members had no questions.

Jodi MacAulay left the meeting.

6. COMMITTEE REPORTS

6.1. Audit

Lisa Ethans provided the Audit Committee report, noting that the Committee had met twice. She advised that the subject matter for discussion at the Committee had already been discussed at the Board meeting during the Approvals section. A brief update was provided on the Audit Chair's visit to Victoria.

6.2. Governance

Coro Strandberg provided the Governance Committee report, noting the approval of the Stakeholder Governance Framework, as well as an education session that she had provided on Purpose and Stakeholder Governance. She also thanked Peter ter Weeme for his leadership on social purpose.

6.3. People

Mario Lee presented the People Committee report, noting that most of the subject matter for discussion at the Committee was also coming forward to the Board for approval. He also provided an update on the incoming Pay Transparency legislation.

Note- see Information Reports for Strategy Committee Report.

7. CORPORATE OPERATIONS

7.1. Straight-Line Trend Net Income Growth Analysis

Cynki Taylor joined the meeting and presented the Straight-Line Trend Net Income Growth Analysis. Alan Kerr noted that the same presentation had been provided to a previous Audit Committee meeting. A discussion ensued regarding methods to improve the Corporation's revenue growth.

Board members requested that management determine whether or not a metric in relation to per capita income over time could be provided at a future meeting.

Cynki Taylor left the meeting.

8. OTHER BUSINESS

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

8.1.1. CEO & Director, Audit Services

The Board went *in camera* with the CEO, CFO, Chief Social Purpose Officer and Director of Audit Services to discuss the following matter at 11:38 am, concluding at 12:39 pm.

8.1.1.1. GPEB PlayNow RG Audit Report

8.1.2. CEO & Chief People Officer

The Board went *in camera* with the CEO and Chief People Officer to discuss the following matter at 12:39 pm, concluding at 12:51 pm.

8.1.2.1. CEO Objectives (F23/24)

The CEO left the meeting at 12:43 pm.

Board members requested that management determine if it is feasible for the CEO Performance Evaluation to be presented before the CEO Objectives going forward, and to incorporate the revised timing into the appropriate Terms of Reference if possible.

Board members also requested one small addition to the 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 for the fiscal year ending March 31, 2024 (the "CEO Objectives");

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

NOW THEREFORE be it resolved that:

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

The Board went *in camera* with the Chief People Officer alone to discuss the following matter at 12:51 pm, concluding at 12:55 pm.

8.1.2.2. Executive Mgmt Compensation (incl. PSEC Disclosure)

The Board went *in camera* with the CEO, Chief People Officer and Director of People Engagement & Organization Development to discuss the following matters at 12:55 pm, concluding at 1:06 pm.

8.1.2.3. Executive Succession & Development

The Director of People Engagement & Organization Development left the meeting at 1:04 pm.

8.1.2.4. CEO SOEBC Declaration & Outside Commitments

8.1.3. Chief People Officer

The Board went *in camera* with the CEO and Chief People Officer to discuss the following matters at 1:06 pm, concluding at 1:34 pm.

8.1.3.1. CEO Performance Evaluation (F22/23)

The CEO left the meeting at 1:15.

Board members requested that management revise Tab 18 of the Board Manual (Performance Evaluation Process for CEO) and bring the revised version forward for consideration by the Board at the next annual Board Manual review.

8.1.3.2. CEO Development Plan

8.1.3.3. CEO Compensation

The Board went *in camera* with the CEO, Chief People Officer and Director of People Engagement & Organization Development to discuss the following matters at 1:34 pm, concluding at 1:40 pm.

8.1.3.4. CEO Succession Plan

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

WHEREAS the Board has reviewed the proposed CEO succession plan (the "CEO Succession Plan");

AND WHEREAS the Board has received a recommendation from the People Committee to approve the CEO Succession Plan;

NOW THEREFORE be it resolved that:

- 1. The CEO Succession 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.*

The Chair moved ahead to agenda item no. 8.1.5.1. Whistleblower Report, so the Chief People Officer could attend.

8.1.5. CEO and Chief People Officer

The Board went *in camera* with the Chief People Officer to discuss the following matter at 1:40 pm, concluding at 1:54 pm.

8.1.5.1. Whistleblower Report, if any

The Chief People Officer left the meeting and the Chair moved back to agenda item no. 8.1.4.1. Comprehensive Litigation Report.

8.1.4. CEO, CCO & VP, Legal, Compliance, Security

The Board went *in camera* with the CEO, CCO and General Counsel to discuss the following matter at 1:54 pm, concluding at 2:01 pm.

8.1.4.1. Comprehensive Litigation Report

8.1.6. Board

The Board went *in camera* to discuss the following matter at 2:01 pm, concluding at 2:07pm.

8.1.6.1. Any Other Business

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

WHEREAS:

- A. The B.C. Lottery Corporation ("BCLC") acts as the administrator of the BCLC Pension Plan (the "Plan");*
- B. The Board has substantial duties relating to BCLC's rights and responsibilities in relation to the Plan;*
- C. Pension plan administration is a highly complex area; and*
- D. It would be prudent for the Board to seek independent expert pension plan advice;*

NOW THEREFORE be it resolved that:

1. *The engagement of an independent pension plan expert, with respect to the Board's duties in relation to the Plan, for the period 11 May 2023 to 31 March 2024, inclusive, for a fee not to exceed \$100,000 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.*

9. NEXT MEETING

There being no further business, the meeting was adjourned at 2:07 pm.

The next meeting is scheduled for 26 and 27 July 2023.

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Chair s 22



Minutes of the Meeting of the Board of Directors held at 9:00 am (PT) 26 July 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	
Dusty Kelly	
Mario Lee	
Gillain Malfair	
Coro Strandberg	

Board Not Present:

Nejeed Kassam

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
Mark Goldberg	Chief Information Officer & VP, Business Technology
Sandy Austin	Chief People Officer
Richard Fenster*	Director, Corporate Strategy
Jodi MacAulay*	Director, Business Intelligence
Laura Piva-Babcock*	Director, Communications
Rob Annett*	Director, People Rewards & Recruitment
Rod Osborne*	Senior Manager, Decision Support
Michelle Webb*	Senior Manager, Corporate Finance
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

(*attending in part)

Greg Moore took the Chair at 9:00 am with Christine Carter acting as recording secretary. As proper notice of the meeting had been given and a quorum was present, the Chair declared the meeting to be regularly constituted and open for the transaction of business at 9:00 am.

The Board went *in camera* at 9:00 am, concluding at 9:06 am.

WELCOME TO INDIGENOUS TERRITORY

Leah George-Wilson provided a welcome to Indigenous territory.

1 AGENDA

1.1 Action Items List for Reference

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

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

2. CONSENT AGENDA

The Chair invited comments on the Consent Agenda, noting that any recommendations for amendments from the Committees had been incorporated into the Board materials. Board members had no comments.

2.1. Minutes of 11 May 2023

On motion duly made and carried, the minutes of 11 May 2023 were approved and the following resolutions were adopted:

2.2. External Auditor Bid Process Recommendation

WHEREAS Management has recommended that the Corporation proceed with an open bid process for the external audit for the fiscal year ending March 31, 2025 (the "Open Bid Process");

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

NOW THEREFORE be it resolved that:

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

2.3. Appoint External Auditor & Approve Fees

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, 2024;

NOW THEREFORE be it resolved that:

1. *The Board hereby appoints KPMG LLP as External Auditor for the fiscal year ending March 31, 2024 for a maximum base fee amount of \$ 21 and a maximum supplementary fee amount of \$ 21 and;*
2. *Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

2.4. Additional KPMG Services, incl. SOC1 Report

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, 2023 to August 31, 2024, inclusive, for a fee not to exceed \$ 21*
 - b. *discretionary advisory services for the period from September 1, 2023 to August 31, 2024, inclusive, for a fee not to exceed \$ 21*
 - c. *SOC 1 Type 2 services for the period from August 1, 2023 to March 31, 2024, inclusive for a fee not to exceed \$ 21*

- d. *GPEB commissioned agreed-upon procedures with respect to host local government financial assistance agreements for the period of September 1, 2023 to August 31, 2024, inclusive, for a fee not to exceed \$ 21*
 - e. *agreed-upon General IT Controls procedures for the Lotto Express system supporting Ontario Lottery and Gaming Corporation for the period from September 1, 2023 to August 31, 2024, inclusive, for a fee not to exceed \$ 21*
 - f. *agreed-upon procedures with respect to the Interprovincial Lottery Corporation financial statement audit for the period of September 1, 2023 to August 31, 2024, inclusive, for a fee not to exceed \$ 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.*

2.5. Appoint Pension Auditor & Approve Fees

WHEREAS the Audit Committee has recommended that KPMG LLP be appointed as auditor for the annual financial statements of the British Columbia Lottery Corporation Pension Plan (the "Pension Auditor") for the year ending December 31, 2023;

NOW THEREFORE be it resolved that:

1. *The Board appoint KPMG LLP as Pension Auditor for the year ending December 31, 2023 for a maximum fee amount of \$ 21 and;*
2. *Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

2.6. Revised SOEBC & Board Code of Conduct

WHEREAS the Board has reviewed the revised Standard of Ethical Business Conduct for Employees and Contractors, as well as the revised Board Code of Conduct & Conflict of Interest Guidelines ("Revised SOEBC & Board Code");

AND WHEREAS the Board has received a recommendation from the People Committee to approve the Revised SOEBC & Board Code;

NOW THEREFORE be it resolved that:

1. *The Revised SOEBC & Board Code 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. Revised Working Remotely Policy

WHEREAS the Board has reviewed the revised Working Remotely Policy;

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

NOW THEREFORE be it resolved that:

1. *The revised Working Remotely Policy 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.*

2.8. Board Policies re: Governance

WHEREAS the Board has reviewed the revised Tab 16 of the Board Manual re: Director Orientation & Development ("Tab 16 – Board Manual");

AND WHEREAS the Board has received a recommendation from the Governance Committee to approve the revised Tab 16 – Board Manual;

NOW THEREFORE be it resolved that:

- 1. The revised Tab 16 – Board Manual 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. CORPORATE APPROVALS

3.1. Q1 Financial Statements

Alan Kerr took the Q1 Financial Statements as read, noting only the highlights. The Audit Committee Chair provided insight on the discussion that had occurred regarding this item at the Committee meeting. A discussion ensued regarding the possible impact of the illegal gambling market on BCLC revenues.

A further discussion ensued regarding potential future costs to the Corporation, as well as the status of commission paybacks by service providers. Board members also sought, and received, clarification from Management on the alignment of information in the Board reports.

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

WHEREAS the Board has reviewed the financial statements for the first quarter of the fiscal year 2023/2024;

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 2023/2024 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.*

3.2. Q1 Revised Forecast & Projections (TBS)

Rod Osborne joined the meeting and provided the presentation. The Audit Committee Chair provided insight on the discussion that had occurred at the Committee meeting. A discussion ensued regarding the potential impact of decreased consumer spending and the illegal gambling market on future revenues.

Board members requested that the Communications team prepare some draft wording for discussion with government regarding the potential impact of the illegal gambling market on BCLC revenues.

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

WHEREAS the Board has reviewed the Corporation's revised forecast & projections for fiscal years 2023/2024 – 2027/28 (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.*

Rod Osborne left the meeting.

3.3. Corporate Strategy Measurement

Richard Fenster, Jodi MacAulay and Laura Piva-Babcock joined the meeting. Richard Fenster took the materials as read and invited questions from the Board members. A discussion ensued regarding Committee oversight of the metrics, as well as next steps.

Board members requested a timeline for development of targets for the new metrics at the next meeting.

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

WHEREAS the Board has reviewed the Corporate Strategy measures and metrics ("Corporate Strategy Measurement");

AND WHEREAS the Board has received a recommendation from the Strategy Committee to approve the Corporate Strategy Measurement;

NOW THEREFORE be it resolved that:

1. *The Corporate Strategy Measurement 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.*

Richard Fenster, Jodi MacAulay and Laura Piva-Babcock left the meeting.

3.4. Proposed 2024 Meeting Schedule

The Board Chair provided comments on the proposed 2024 meeting schedule. A discussion ensued regarding the timing and venue for the May 2024 meeting.

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

WHEREAS the Board has reviewed the proposed 2024 Meeting Schedule;

AND WHEREAS the Board has received a recommendation from the Governance Committee to approve the proposed 2024 Meeting Schedule;

NOW THEREFORE be it resolved that:

1. *The 2024 Meeting Schedule 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. REPORT BY CHAIR

The Chair provided his report, noting that several external meetings regarding government relations, First Nations' collaboration and product development had occurred since the last Board meeting. A discussion ensued regarding the key takeaways from the various meetings.

5. REPORTS BY MANAGEMENT

5.1. Report by President & CEO

Pat Davis provided his report, thanking the Corporate Secretarial team for their quick pivot on the venue for the July Board meeting due to current wildfire conditions. He noted the Board's invitation to attend the upcoming Employee Sessions in September, as well as the impact of evolving regulatory developments.

A discussion ensued regarding the impact of the regulatory developments on the Corporation. Board members also discussed Indigenous relations and the changes to the casino market post-pandemic.

5.2. Management Reports

5.2.1. Finance & Corporate Services

Alan Kerr took the Finance & Corporate Services report as read, noting only the recent updates since the writing of the report. He advised that the Audit Committee would be receiving an education session on the International Sustainability Standards Board's reporting requirements. Board members had no questions.

5.2.2. Operations

Dan Beebe took the Operations report as read, noting only the highlights. He provided an update on resourcing, as well as the rollout of the corporate strategy to the service providers. A discussion ensued regarding collaboration with service providers and vendors, as well as post-pandemic return to business.

5.2.3. Business Technology

Mark Goldberg took the Business Technology report as read, noting only the highlights. He provided an update on migration to the cloud, as well as the data capability to support the corporate strategy. A discussion ensued regarding a Board education session on AI, as well as employee cyber-security training.

5.2.4. People & Culture

Sandy Austin took the People & Culture report as read, noting that the Gender-based Analysis Plus and accessibility requirements from the latest government Mandate letter were already being actioned. She also highlighted the work the division was doing on BCLC's employee pipeline through the universities.

Board members requested that an education session be provided to the Strategy Committee on the research that is being done to determine the needs of the future workforce and BCLC's ability to meet those needs.

5.2.5. Social Purpose & External Relations

Alan Kerr provided the Social Purpose & External Relations report, noting that there had been a T'kemlups flag raising ceremony at the Kamloops office and Fiona Chan had participated on behalf of the Board. He also provided an update on resourcing issues. A discussion ensued regarding recruitment and marketing.

A further discussion ensued regarding player health. Board members requested that the Corporation's Player Health Strategy include an overview of the player health ecosystem in BC that shows how BCLC's player health approach fits into the overall player services and supports available in the province.

5.2.6. Legal, Compliance, Security

Marie-Noelle Savoie took the Legal, Compliance, Security report as read, noting only the highlights. A discussion ensued regarding regulatory requirements and enforcement. A further discussion ensued regarding casino security.

Board members thanked Marie-Noelle for including a status report on the Corporation's business plan in her divisional report. They requested that all divisional reports include a status report on the business plan.

5.3. Q1 Dashboard

Jodi MacAulay joined the meeting and presented the Q1 Dashboard. Board members had no questions. Jodi MacAulay left the meeting.

6. COMMITTEE REPORTS

6.1. Audit

Lisa Ethans provided the Audit Committee report, noting that most of the subject matter for discussion at the Committee was also coming forward to the Board. She advised that the Committee had received a presentation on the cost analysis for the Kamloops office renovation and was monitoring costs closely.

Lisa Ethans also noted that KPMG would be presenting an education session on the International Sustainability Standards Board reporting requirements at the next meeting. The Chair of the Governance Committee requested that the Governance Committee members also be invited to the presentation.

6.2. Governance

Coro Strandberg provided the Governance Committee report, noting that the Committee had provided input on BCLC's Stakeholder Governance Framework and Government Relations Strategy. It also received an update on the Climate Change Strategy which focuses on BCLC's decarbonization plan.

6.3. People

Mario Lee presented the People Committee report, noting that most of the subject matter for discussion at the Committee had already come forward to the Board for approval. The Board members had no questions.

Note- see Information Reports in the Board package for the Strategy Committee Report.

7. CORPORATE OPERATIONS

7.1. Board Crisis Management Education Session

Alan Kerr presented a proposal for a Board Crisis Management Education Session, noting that this was an action item arising from a previous meeting. A discussion ensued regarding the content, quality, timing and cost of the training.

Board members requested that Management arrange a half-day board education session on crisis management, including a tabletop exercise, and requested that the consultant consider how the crisis response may differ in a social purpose and stakeholder-centric company.

7.2. Draft Triennial Pension Gov Assessment

Rob Annett and Michelle Webb joined the meeting.

Michelle Webb presented the Draft Triennial Pension Governance Assessment, and requested the Board's input on the Assessment prior to finalizing it at the October Board meeting. The Board-appointed observer for the Pension Committee confirmed that she thought the responses were appropriate.

The Board members had no comments on the Assessment, but requested that the Pension Committee consider appropriate timing for an annual pension plan report to the Board going forward.

Rob Annett and Michelle Webb left the meeting.

7.3. BCLC Mandate Letter

The Board Chair commented on the latest BCLC Mandate Letter and invited questions from the Board. The Board members requested, and received, confirmation from Management that the priorities in the Mandate Letter were already being addressed by the Corporation.

8. IN CAMERA

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

8.1.1. Chief People Officer

The Board went *in camera* with the CEO and Chief People Officer to discuss the following matters at 11:59 pm, concluding at 12:30 pm.

8.1.1.1. CEO Development Plan

The CEO left the meeting at 12:05 pm.

Board members suggested that an explicit social purpose component be included in next year's CEO Development Plan.

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

WHEREAS the Board has reviewed the CEO Development Plan;

AND WHEREAS the Board has received a recommendation from the People Committee to approve the CEO Development Plan;

NOW THEREFORE be it resolved that:

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

8.1.1.2. CEO Compensation

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

WHEREAS the Board has reviewed Management's proposal to provide a merit increase for the CEO effective 1 April 2023;

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

NOW THEREFORE be it resolved that:

1. *The Board hereby approves a merit increase for the CEO of 6.75 percent to base salary, as defined by the B.C. Public Sector Employers' Guide to Accountable Compensation and permitted by the B.C. Public Sector Employer's Council Secretariat letter dated 12 May 2023, such merit increase to be effective as of and from 1 April 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..*

8.1.1.3. Compensation Philosophy & Plan Amendment

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

WHEREAS the Board has reviewed the proposed amendment to the BCLC Compensation Philosophy and

Plan;

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

NOW THEREFORE be it resolved that:

- 1. The proposed amendment to the 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.*

8.1.2. CEO, CCO & VP, Legal, Compliance, Security

The Chair noted that there were no new updates to the Litigation Report since the last quarter.

8.1.2.1. Comprehensive Litigation Report

8.1.3. Corporate Secretary & Director of Governance

The Board went *in camera* with the Corporate Secretary & Director of Governance to discuss the following matters at 12:53 pm, concluding at 1:24 pm.

8.1.3.1. Pension Update

8.1.3.2. Board Self-Assessment Results

8.1.3.3. Directors Compensation Update

8.1.3.4. Whistleblower Report, if any

8.1.4. Board

8.1.4.1. Any Other Business

The Board determined that the final Board-only "in camera" session was not required for this meeting.

9. NEXT MEETING

There being no further business, the meeting was adjourned at 1:24 pm.

The next meeting is scheduled for 24 October 2023.

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Chair s 22



Minutes of the Meeting of the Board of Directors held at 10:00 am (PT) 21 September 2023

Location: Via MS Teams

Board Present:

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

Regrets:

Mario Lee

Management Present:

Pat Davis	President and Chief Executive Officer
Alan Kerr	Chief Financial Officer and Vice President, Corporate Services
Farouk Zaba	Director, Corporate Finance
Michelle Webb	Senior Manager, Corporate Finance
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

Greg Moore took the Chair at 10:05 am with Christine Carter acting as recording secretary. As proper notice of the meeting had been given and a quorum was present, the Chair declared the meeting to be regularly constituted and open for the transaction of business at 10:05 am.

IN CAMERA SESSION

The Board went *in camera* at 10:05 am, concluding at 10:06 am.

LAND ACKNOWLEDGEMENT

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

1 AGENDA

1.1 Action Items List for Reference

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

2 CORPORATE APPROVALS

2.1 Financial Information Act Report

Alan Kerr introduced the Financial Information Act Report and Farouk Zaba provided the presentation, noting that the contents of the Report were governed by legislation. He also noted that an Appendix had been added to the Report at the Board's request to show the business names for numbered companies.

Farouk Zaba provided an overview of the rigorous accounting process to ensure that the Report is accurate. A discussion ensued regarding the identification of the numbered companies and their relationship to BCLC. The Board Chair requested that the Appendix continue to be provided in future.

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, 2023 (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

The Board went *in camera* to discuss the following matter at 10:21 am, concluding at 11:00 am.

3.1.1 Director Compensation Update

4 NEXT MEETING

There being no further business, the meeting was terminated at 11:00 am.

The next meeting is scheduled for 24-25 October 2023 in Cranbrook.

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Chair

s 22