



## Minutes of the Meeting of the Board of Directors held at 9:00 am (PT) 13 May 2021

Location: Via MicroSoft Teams

Board Present:

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

Management Present:

Lynda Cavanaugh	Interim President and Chief Executive Officer
Alan Kerr	Chief Financial Officer and Vice President, Corporate Services
Marie-Noelle Savoie	Chief Compliance Officer and VP, Legal, Compliance, Security
Patrick Davis	Chief Information Officer and Vice President, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Yabome Gilpin-Jackson	Chief People Officer
Cynki Taylor*	Director, Financial Planning & Analysis (Item 2.4)
Charlene Nielson*	Director, Product Mgmt & P360 Strategy (Item 4.1.2)
Ryan Persaud*	Director, Business Intelligence (Item 4.3 & 7.3)
Chris Fairclough*	Director, Social Purpose & Stakeholder Engagement (Item 7.2)
Jim Gudjonson*	Manager, Sustainability Innovation (Item 7.2)
Ian Rowe*	Product Manager, Retail Integration (Item 7.3)
Candace Wong*	Manager, User Experience (Item 7.3)
Rachel Plesec*	Senior Product Specialist, eLottery (Item 7.3)
Rachel Desrosiers*	UX Operations Lead (Item 7.3)
Jessica Van Hoogevest	General Counsel & Director, Information Management
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

(\* attending in part)

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

### **IN CAMERA SESSION**

The Board went *in camera* at 9:00 am, concluding at 9:35 am.

#### **1 CONSENT AGENDA**

##### **1.1 Agenda**

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

##### **1.1.2 Minutes of 12 January, 14 January, 10 February, 30 March 2021**

Management joined the call and the minutes of the 12 January, 14 January, 10 February, 30 March 2021 meetings were presented. Board members had no comments on the minutes.

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

#### **1.1.3 Audit Services Annual Audit Plan**

*WHEREAS the Board has reviewed the Audit Services Annual Audit Plan for the fiscal year ending March 31, 2022 (the "Audit Plan");*

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

*NOW THEREFORE be it resolved that:*

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

#### **1.1.4 Pension Plan PE Investment Managers**

*WHEREAS the Board has reviewed the proposed investment manager for the private equity asset class;*

*AND WHEREAS THE Board has received a recommendation from the Audit Committee to approve the investment manager for the private equity asset class;*

*NOW THEREFORE be it resolved that:*

- 1. Hamilton Lane and Northleaf Capital Partners Ltd. are approved as the investment managers for the private equity asset class of the British Columbia Lottery Corporation Pension Plan; and*
- 2. Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

#### **1.1.5 Demise of Audit Services Policy**

*WHEREAS the Board has reviewed the Audit Services Policy and the Charter of Audit Services;*

*AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the obsolescence of the Audit Services Policy;*

*NOW THEREFORE be it resolved that the Board approves the obsolescence of the Audit Services Policy.*

### **1.1.6 Officer Appointment**

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

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

*NOW THEREFORE be it resolved that, for purposes of the Act and Regulation, Marie-Noelle Savoie is appointed Compliance Officer.*

## **2 CORPORATE APPROVALS**

### **2.1. Audited Consolidated Financial Statements**

Alan Kerr presented the audited consolidated financial statements, providing a high-level summary. 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, 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 Corporation's audited consolidated financial statements for the fiscal year ending March 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 Corporation's audited consolidated financial statements for the fiscal year ending March 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. B.C. Lottotech Financial Statements (Unaudited)**

Chris Carter commented on the B.C. Lottotech Financial Statements, noting that they had been reviewed and recommended for approval by the Audit Committee on the previous day.

Since the Board of B.C. Lottotech International Inc. was no longer comprised of BCLC Board members, but rather comprised of BCLC Executive team members, the Lottotech Financial Statements would be approved by BCLC Executives going forward.

### **2.3. Pension Plan Audited Financial Statements**

Alan Kerr presented the Pension Plan Audited Financial Statements. Board members had no questions.

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

*WHEREAS the Board has reviewed the British Columbia Lottery Corporation Pension Plan audited financial statements for the twelve months ending December 31, 2020;*

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

*NOW THEREFORE be it resolved that:*

- 1. The British Columbia Lottery Corporation Pension Plan audited financial statements for the twelve months ending December 31, 2020, 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, 2020; and*
- 3. Subject to the foregoing, any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such other documents and instruments, and to do all such other acts and things in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

## **2.4. Preliminary Projections**

Cynki Taylor joined the meeting and Alan Kerr gave a quick overview of the Preliminary Projections, noting that there were no changes in the underlying assumptions. A discussion ensued regarding the impact of the COVID pandemic on the global supply chain.

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

*WHEREAS the Board has reviewed the Corporation's preliminary projections for fiscal years 2021/2022 - 2024/25 (the "Preliminary Projections");*

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

*NOW THEREFORE be it resolved that:*

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

Cynki Taylor left the meeting.

## **3 REPORT BY CHAIR**

The Board Chair provided a brief report, highlighting the renewed relationship between BCLC and the Ministry of Finance.

## **4 REPORTS BY MANAGEMENT**

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

The Interim President & CEO provided a brief report, noting that BCLC had been shortlisted to receive an award. Board members requested a copy of the award submission.

#### **4.1.1 Strategic Plan Update: Org Design Update**

Yabome Gilpin-Jackson provided the Org Design Update, noting that there was a high response rate on the employee engagement survey. A discussion ensued regarding the delivery date for the results of the survey.

#### **4.1.2. Single Event Sports Betting Update**

Charlene Neilson joined the meeting and provided an update on Single Event Sports Betting, noting that the relevant legislation had passed second reading in the Senate on May 4<sup>th</sup>. A discussion ensued regarding potential revenue impacts, as well as market share and systems considerations.

Board members requested further details on the Single Event Sports Betting strategy at a future meeting. The Chair moved on to agenda item no. 4.2.2., so Charlene Neilson could provide the Operations report, then leave the meeting.

### **4.2. Management Reports**

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

Alan Kerr took the report as read, providing only the highlights. He noted some resource changes within the division and provided a report on the Finance Transformation initiative. He also indicated that the Kamloops office revitalization project would be presented at a future meeting.

A discussion ensued regarding resourcing for the division, as well as the potential impact of the Working Remotely Policy on the Kamloops office revitalization. The Chair moved on to agenda item no. 4.2.4., so that Yabome Gilpin-Jackson could provide the People & Culture report, then leave the meeting temporarily for a previously scheduled engagement.

#### **4.2.2. Operations**

Charlene Neilson provided the report, noting that there were ongoing discussions with the Ministry regarding the potential casino reopening. An update was also provided on resourcing for the division.

A discussion ensued regarding potential systems issues with the casino reopening, as well as appropriate marketing and training for new staff. Board members also requested clarification on the potential player health impacts.

Charlene Neilson left the meeting. The Chair moved back to agenda item no. 4.2.1.

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

Pat Davis provided the report, noting improvements on response times with certain vendors. He also advised that the Executive team would engage in a cybersecurity tabletop exercise later in the month. A discussion ensued regarding vendor concentration risk. The Chair moved on to agenda item no. 4.2.5.

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

Yabome Gilpin-Jackson provided the report, noting the ongoing work on diversity, equity and inclusion, as well as on social purpose initiatives. She also noted that substantial work that had been done to clarify the succession pathways.

A discussion ensued regarding potential amendments to the corporate values and the corresponding behavioural “values in action”. Board members requested that the potential amendments be brought forward to the Board at the next quarterly meeting.

Yabome Gilpin-Jackson left the meeting and the Chair moved back to agenda item no. 4.2.3.

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

Peter ter Weeme provided the report, noting that a business case would be coming to a future Board meeting. He noted two new hires, one of whom would be providing input on the Kamloops office revitalization. A discussion ensued regarding brand repositioning, facilities opportunities and online player health.

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

Marie-Noelle Savoie provided the report, noting that the Legal Department had been restructured to improve administrative support. She also noted the ongoing work on the Cullen Commission, as well as consultation work on the potential *Gaming Control Act* amendments.

A discussion ensued regarding the timing of the potential *Gaming Control Act* amendments, as well as monitoring of emerging legal and compliance risks.

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

The Q4 Dashboard was taken as read.

### **5. COMMITTEE REPORTS**

#### **5.1. Audit Committee**

Joan Axford delivered the Audit Committee report, noting that the Committee had requested an education session on the controls related to the casino reopening.

#### **5.2. Governance and Social Purpose Committee**

#### **Discussion**

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

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

#### **Discussion**

Dusty Kelly delivered the Human Resources and Compensation Committee report.

#### **5.4. Risk Committee**

#### **Discussion**

Lisa Ethans delivered the Risk Committee report.

### **6. BOARD EDUCATION**

#### **6.1. Integrated Reporting Overview**

Peter ter Weeme provided an overview of integrated reporting, noting that there is a trend towards combining financial items and non-financial items into one report. He advised that there were currently no widely accepted standards for reporting on non-financial items.

Yabome Gilpin-Jackson rejoined the meeting.

A discussion ensued regarding interim reporting while BCLC potentially transitions from traditional reporting to integrated reporting. Board members requested that further details be provided regarding the approach to this year's Sustainability Report at the next quarterly meeting.

### **7. CORPORATE OPERATIONS**

#### **7.1. Annual Service Plan Report – Key Messages**

#### **Discussion**

Peter ter Weeme took the Annual Service Plan Report – Key Messages as read and invited comments from the Board members. The Board members provided feedback for the final report.

## **7.2. Social Purpose Update**

Chris Fairclough and Jim Gudjonson joined the meeting. Chris Fairclough provided the presentation, noting that a milestone document for the Governance and Social Purpose Committee and Board was currently in development.

Chris Fairclough and Jim Gudjonson left the meeting.

## **7.3. Player Experience**

Ryan Persaud, Rachel Desrosiers, Rachel Plesec, Candace Wong and Ian Rowe joined the meeting. Ryan Persaud invited Rachel Desrosiers, Rachel Plesec, Candace Wong and Ian Rowe to briefly introduce themselves to the Board. The team presented an overview of the Player Experience division, as well as the Player Experience focus areas, roadmap and visioning phase timeline.

The Player Experience team also presented their recent research and the Player Experience Pillars. Finally, they demonstrated how social purpose interweaves into the Player Experience. A discussion ensued regarding the player journey and collaboration with service providers.

## **8. OTHER BUSINESS**

### **8.2. *In camera* Board Sessions**

### **Discussion**

#### **8.2.1. Interim CEO & Executive**

The Board went *in camera* with the Interim CEO, CFO, CCO, CPO and Director, Financial Planning & Analysis to discuss the following matter at 3:10 pm, concluding at 3:29 pm.

##### **8.1.1.1. SP Financial Update**

Board members requested that an update on the status of labour relations matters be provided at the next quarterly meeting.

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

The Board went *in camera* with the Interim CEO & Chief People Officer to discuss the following matters at 3:29 pm, concluding at 3:33 pm.

##### **8.1.2.1. Executive Management Compensation (incl. PSEC Disclosure Statement)**

##### **8.1.2.2. Interim CEO SOEBC Declaration Form & Outside Commitments**

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

The Board went *in camera* with the Chief People Officer and Interim CEO to discuss the following matters at 3:33 pm, concluding at 3:43 pm.

##### **8.1.3.1. Interim CEO Performance Evaluation**

##### **8.1.3.2. Interim CEO Development Plan**

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

*WHEREAS the Board has reviewed the Interim CEO Development Plan;*

*AND WHEREAS the Board has discussed the Interim CEO Development Plan with Management;*

*NOW THEREFORE be it resolved that the Board approves the Interim CEO Development Plan.*

#### **8.2.4. Interim CEO**

The Board went *in camera* with the Interim CEO and CCO to discuss the following matters at 3:43 pm, concluding at 4:15 pm.

##### **8.2.4.1. Public Inquiry Update**

The Board went *in camera* with the Interim CEO to discuss the following matters at 4:15 pm, concluding at 4:30 pm.

##### **8.1.4.2. Indigenous Policy Discussion**

Board members requested that a management lead be assigned to consider a coordinated approach to Indigenous matters at BCLC.

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#### **8.2.5. Board & Interim CEO, without Chair**

Since the additional Chair duties had ceased, the *in camera* session with the Board and Interim CEO (without the Chair) was not required.

#### **8.2.6. Full Board**

The Board went *in camera* to discuss the following matter at 4:30 pm, concluding at 4:57 pm.

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

#### **9. NEXT MEETING**

There being no further business, the meeting was terminated at 4:57 pm.

The next meeting is scheduled for 3 June 2021.

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Chair s 22





## Minutes of the Meeting of the Board of Directors held at 3:00 pm (PT) 16 June 2021

Location: Via MicroSoft Teams

Board Present:

Greg Moore	Chair
Joan Axford	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Coro Strandberg	
Hilary Cassady	
Fiona Chan	

Management Present:

Lynda Cavanaugh	Interim President and Chief Executive Officer
Brad Desmarais	Chief Operating Officer
Alan Kerr	Chief Financial Officer and Vice President, Corporate Services
Marie-Noelle Savoie	Chief Compliance Officer and VP, Legal, Compliance, Security
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Patrick Davis	Chief Information Officer and Vice President, Business Technology
Cynki Taylor*	Director, Financial Planning & Analysis
Laura Piva-Babcock*	Director, Communications
Charlene Nielson*	Director, Product Mgmt & P360 Strategy
Greg Paolini*	Manager, Enterprise Sports and Business Development
Sam MacMillan*	Senior Manager, Enterprise Digital Marketing
Michele Duncan*	Manager, Business Development
Gurmit Aujla*	Director, Audit Services
Kevin Sweeney*	Director, Enterprise Compliance & Security
Rod Osborne*	Senior Manager, Decision Support
Jessica van Hoogevest	General Counsel & Director, Information Management
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

Greg Moore took the Chair at 3:08 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 3:08 pm.

### 1. ADOPTION OF AGENDA

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

### 2. CORPORATE APPROVALS

#### 2.1. Annual Service Plan Report

Alan Kerr noted that the draft Annual Service Plan Report was consistent with the key messaging that had previously been presented to the Board. Peter ter Weeme and Laura Piva-Babcock elaborated further on the Annual Service Plan Report.

Board members suggested incorporating detail regarding community impact and AML enhancements.

*WHEREAS the Board has reviewed the annual service plan report for the fiscal year ending March 31, 2021;*

*AND WHEREAS the Board has received a recommendation from Management to approve the annual service plan report;*

*NOW THEREFORE be it resolved that:*

- 1. The annual service plan report for the fiscal year ending March 31, 2021, 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. CORPORATE OPERATIONS**

#### **3.1 Sports Betting Strategy**

Brad Desmarais and Charlene Neilson introduced Greg Paolini, who presented a high level roadmap for the Sports Betting Strategy. A discussion ensued regarding market share, geofencing, player health, systems impact, customer service and marketing campaigns.

#### **3.2 Casino Reopening Update**

The Chair noted that the proposed Gaming Bank Roll resolution would be addressed first, then an update on casino reopening would be provided to the Board. A discussion ensued regarding the allocation of the Gaming Bank Roll, as well as recovery options in the event of an insolvency or bankruptcy.

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

*WHEREAS, on 28 April 2020, the Corporation proposed to amend its Operational Services Agreement (the "OSA") with its operational services providers of gaming facilities in the Province of British Columbia, in order to implement certain updates with respect to the Gaming Bank Roll (the "Amending Agreement");*

*AND WHEREAS the Directors of the Corporation delegated certain power, authority, and discretion of the Directors of the Corporation to the Interim President and Chief Executive Officer (the "Interim CEO"), with respect to the Amending Agreement, to give effect to the substance of the proposed Gaming Bank Roll updates presented to the Board;*

*AND WHEREAS there have been further material revisions to the Gaming Bank Roll updates, since the previous updates were presented to the Board on 28 April 2020 that may or may not require further amendments to the Amending Agreement;*

*NOW THEREFORE be it resolved that:*

- 1. The Directors of the Corporation hereby confirm their delegation to the Interim CEO of the power, authority, and discretion vested in or exercisable by the Directors of the Corporation to consider, approve, and amend the form of Amending Agreement, as the Interim CEO may determine to be necessary, appropriate or desirable to give effect to the substance of the revised Gaming Bank Roll updates presented to the Board.*

2. *The Corporation is hereby authorized to perform its obligations and/or waive its existing rights under the Amending Agreement, as well as enter into any amendment to the Amending Agreement approved by the Interim CEO, all to give effect to the substance of the revised Gaming Bank Roll updates presented to the Board.*
3. *The Interim CEO be and is hereby authorized on behalf of the Corporation to execute and deliver all such other documents and instruments and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to these resolutions, the execution and delivery of any such documents and instruments or the doing of any such other act or thing being conclusive evidence of such determination.*

The Chair invited management to proceed with an update on the casino reopening. Board members requested a brief “*in camera*” session at the end of the meeting.

Michele Duncan provided an update on preparations for casino reopening, noting the extensive business coordination enterprise-wide. She also provided information on some potential risks that had been identified, as well as mitigation strategies.

Kevin Sweeney discussed overall operational readiness, noting that his team was responsible for monitoring the gaming bank roll. He commented on staff vacancy rates and proposed staff training.

A discussion ensued regarding the potential reopening risks and roadblocks, as well as additional efforts that were being made to ensure player health.

The Board went *in camera* at 4:26 pm, concluding at 4:34 pm.

#### 4 NEXT MEETING

There being no further business, the meeting was terminated at 4:34 pm.

The next meeting is scheduled for 28 July 2021 in Kamloops.

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Board Chair s 22  
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## **Minutes of the Meeting of the Board of Directors held at 9:00 am (PT) 28 July 2021**

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

Board Present:

Greg Moore	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Coro Strandberg	

Management Present:

Lynda Cavanaugh	Interim President and Chief Executive Officer
Brad Desmarais	Chief Operating Officer
Alan Kerr	Chief Financial Officer and Vice President, Corporate Services
Marie-Noelle Savoie	Chief Compliance Officer and VP, Legal, Compliance, Security
Patrick Davis	Chief Information Officer and Vice President, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Yabome Gilpin-Jackson	Chief People Officer
Cynki Taylor*	Director, Financial Planning & Analysis (Item 2.1)
Charlene Nielson*	Director, Product Management & P360 Strategy (Item 4.1.1)
Stewart Groumoutis*	Director, eGaming Operations (Item 4.1.1)
Ryan Persaud*	Director, Business Intelligence (Item 4.3)
Chris Fairclough*	Director, Social Purpose & Stakeholder Engagement (Item 6.2)
Shirley Beveridge*	Director, Data Enablement & Automation (Item 2.2)
Dan Beebe*	Director, Lottery Strategic Development (Item 2.2)
Greg Paolini*	Manager, Enterprise Sports, Business Development (Item 4.1.1.)
Ted Ockenden*	Director, Corporate Services and Facilities (Item 6.1)
Elaine Leung*	Project Manager, Program Management Office (Item 6.1)
Michele Duncan*	Manager, Business Development (Item 7.1.1.1)
Lisa Fuller*	Director, People Development & Operations (Items 7.1.3.1. and 7.1.3.2)
Jim Gudjonson*	Manager, Sustainability Innovation (Item 6.1)
Jessica Van Hoogevest	General Counsel & Director, Legal & Corporate Policy
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

Observers & Guests:

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(\* attending in part)

Greg Moore took the Chair at 9:02 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 9:02 am.



## **IN CAMERA SESSION**

The Board went *in camera* at 9:02 am, concluding at 9:10 am.

### **1 CONSENT AGENDA**

#### **1.1 Agenda**

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

#### **1.2 Minutes of 13 May and 16 June 2021**

Management joined the meeting and the minutes of the 13 May and 16 June 2021 meetings were presented. Board members had no comments on the minutes.

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

#### **1.3 Q1 Financial Statements**

*WHEREAS the Board has reviewed the financial statements for the first quarter of fiscal year 2021/2022;*

*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 2021/2022 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 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, 2022;*

*NOW THEREFORE be it resolved that:*

- 1. The Board appoint KPMG LLP as External Auditor for the fiscal year ending March 31, 2022 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.*

#### **1.5 Appoint Pension Auditor & Approve Fees**

*WHEREAS the Audit Committee has recommended that KPMG LLP be appointed as auditor for the annual financial statements of the British Columbia Lottery Corporation Pension Plan (the "Pension Auditor") for the year ending December 31, 2021;*

*NOW THEREFORE be it resolved that:*

- 1. The Board appoint KPMG LLP as Pension Auditor for the year ending December 31, 2021 for a maximum fee amount of \$ 21 ; and;*
- 2. Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

## **1.6 Pension Plan Custodian**

*WHEREAS the Board has reviewed the proposed trustee and custodian for the British Columbia Lottery Corporation Pension Plan;*

*AND WHEREAS THE Board has received a recommendation from the Audit Committee to approve the proposed trustee and custodian;*

*NOW THEREFORE be it resolved that:*

- 1. Northern Trust is approved as the trustee and custodian for the British Columbia Lottery Corporation Pension Plan; and*
- 2. Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

## **1.7 Value in Action – Social Purpose**

*WHEREAS the Board has reviewed the revised Corporate Values;*

*AND WHEREAS the Board has received a recommendation from both the People & Culture and Governance & Social Purpose Committees to approve the revised Corporate Values;*

*NOW THEREFORE be it resolved that:*

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

## **1.8 Reformatted Board Manual**

*WHEREAS the Board has reviewed certain sections of the reformatted Board Manual (the "Board Manual");*

*AND WHEREAS the Board has received recommendations from the Governance and Social Purpose Committee and Audit Committee to approve certain sections of the Board Manual;*

*NOW THEREFORE be it resolved that:*

- 1. The Board hereby approves the sections of the Board Manual 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 in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

## **1.9 Working Remotely Policy**

*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 authorize, approve, ratify and confirm the revised Working Remotely Policy;*

*NOW THEREFORE be it resolved that the revised Working Remotely Policy is hereby authorized, approved, ratified and confirmed.*

## **1.10 Additional KPMG Services**

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

*NOW THEREFORE be it resolved that:*

- 1. The engagement of KPMG LLP to provide the following services is hereby approved:*
  - a. tax advisory services for the period of September 1, 2021 to August 31, 2022, inclusive, for a fee not to exceed \$21*

- b. discretionary advisory services for the period from September 1, 2021 to August 31, 2022, inclusive, for a fee not to exceed \$ 21 ;
  - c. specified audit procedure services with respect to host financial assistance agreements for the period of September 1, 2021 to August 31, 2022, inclusive, for a fee not to exceed \$ 21 ;
  - d. draw audit services for the period from September 1, 2021 to August 31, 2022, inclusive, for a fee not to exceed \$ 21 ;
  - e. governance and controls advisory services for draw audit services for the period from July 5, 2021 to September 30, 2021, inclusive, for a fee not to exceed \$ 21 ; and
  - f. specified GISC procedures for the Lotto Express system supporting Ontario Lottery and Gaming Corporation for the period from August 1, 2021 to August 31, 2022, inclusive, for a fee not 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 CORPORATE APPROVALS**

### **2.1 Q1 Revised Forecast & Projections**

Alan Kerr presented the Q1 Revised Forecast & Projections. A discussion ensued regarding the increase in net income in the Revised Forecast & Projections.

Cynki Taylor joined the meeting and elaborated on the assumptions in the Revised Forecast & Projections, noting the impact on net income over time. The Audit Chair noted that the Audit Committee had been comfortable with the assumptions.

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

*WHEREAS the Board has reviewed the Corporation's forecast for fiscal year 2021/2022 and projections for fiscal years 2022/23 - 2025/26 (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.

### **2.2 Lottery Terminal Replacement Project Amendment**

Shirley Beveridge and Dan Beebe joined the meeting and presented the rationale for the amendment to the Lottery Terminal Replacement Project. A robust discussion ensued regarding sufficiency of the contingency amount, responsibility for shipping costs and ongoing technology support for the project.

Board members requested and received further details on potential future concerns, ongoing operating costs, lessons learned and the impact of the COVID-19 pandemic on the project.

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

*WHEREAS the Board has reviewed Management's request to approve an increased expenditure of \$ 21 for the Lottery Terminal Replacement project, due in part to supply chain disruptions caused by the COVID-19 pandemic;*

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

*AND WHEREAS the Board has discussed the LTR Expenditure with Management;*

*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.*

Shirley Beveridge and Dan Beebe left the meeting.

### **2.3 Strategic Vision Amendment**

Yabome Gilpin-Jackson presented the Strategic Vision Amendment, noting that the corporation's Purpose was replacing the former Mission Statement. The Board Chair noted that the Amendment had been reviewed, but not formally approved at the June Strategy Session.

Management requested formal approval of the Strategic Vision Amendment, so that it could be incorporated into the business planning in the Fall. A discussion ensued regarding the timing for setting business priorities for the next fiscal year.

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

*WHEREAS the Board has reviewed the amendments to the Strategic Vision;*

*AND WHEREAS the Board has received a recommendation from Management to approve the amendments to the Strategic Vision;*

*NOW THEREFORE be it resolved that:*

1. *The amendments to the Strategic Vision, as presented at the meeting, 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 REPORT BY CHAIR**

The Board Chair provided a brief report, including congratulations to the staff on a successful casino reopening.

### **4 REPORTS BY MANAGEMENT**

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

The Interim President & CEO provided a brief report, noting that BCLC had been nominated for two awards. She also provided an update on Management's efforts to enhance Indigenous relations and reconciliation. Board members provided some guidance on implementing the Truth and Reconciliation Commission's Calls to Action in a business context.

##### **4.1.1. Single Event Sports Betting**

Stewart Groumoutis, Charlene Nielson and Greg Paolini joined the meeting. Brad Desmarais gave the background for the presentation. Greg Paolini provided the presentation, noting the competitive market space and increased advertising spend in this area.

A discussion ensued regarding the Proof of Concept for single event sports betting. Board members requested that details regarding the hospitality plan, risk assessment, player health research, loyalty strategy, application of the social purpose and coordination of existing applications be included in the POC when it came back to the Board.

Stewart Groumoutis, Charlene Nielson and Greg Paolini left the meeting.

#### **4.2 Management Reports**

**Discussion**

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

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



#### **4.2.3 Business Technology**

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

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

#### **4.2.6 Legal, Compliance & Security**

The Board Chair noted that the reports were taken as read and invited questions from the Board members.

A discussion ensued regarding the status of known play and Board members requested a further update at a future meeting. Board members also requested and received an update on possible expansion opportunities. Improvements to board information management systems were also discussed.

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

#### **Discussion**

Ryan Persaud joined the meeting and presented the Q1 Dashboard. Although it was noted that trend information and results by line of business were available in the digital version of the Dashboard, Board members requested that this information be included in the print version of the Q1 Dashboard, as well.

Ryan Persaud left the meeting.

### **5 COMMITTEE REPORTS**

#### **5.1 Audit Committee**

#### **Discussion**

Joan Axford delivered the Audit Committee report, noting that an education session had been added to each of the quarterly agendas. It was noted that the latest Audit Committee education session on casino checks and balances might be relevant for the full Board.

#### **5.2 Governance & Social Purpose Committee**

#### **Discussion**

Mario Lee delivered the Governance and Social Purpose Committee report, noting that an update had been received by the Committee on the social purpose proposal. He also noted the Committee's discussion of changes to the Board Manual and upcoming Board reappointment matters.

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

#### **Discussion**

Dusty Kelly delivered the People & Culture Committee report, noting that the Committee had requested a debrief on the lessons learned during the recent heat wave, as well as a breakdown of the employee engagement survey results.

#### **5.4 Risk Committee**

#### **Discussion**

Lisa Ethans delivered the Risk Committee report, noting that many of the items discussed by the Committee were also being discussed by the Board. She commented on the corporate insurance program review and associated resourcing requirements.

### **6 CORPORATE OPERATIONS**

#### **6.1 Kamloops Office Revitalization Project**

#### **Discussion**

Alan Kerr provided the context for the Kamloops Office Revitalization Project, noting that it was being brought forward to the Board for preliminary discussion. Ted Ockenden, Jim Gudjonson, Elaine Leung, s 22 joined the meeting.

Ted Ockenden, Jim Gudjonson, s 22 presented three options for the Kamloops Office Revitalization Project, with related concept details. A robust discussion ensued regarding the building process, associated costs, possible partnerships, community involvement (including Indigenous involvement), societal outcomes, workforce planning and approval process for the project.

Ted Ockenden, Jim Gudjonson, Elaine Leung, s 22 left the meeting.

#### **6.2. Social Purpose Decision Lens**

Chris Fairclough joined the meeting and presented the Social Purpose Decision Lens, as well as the next steps and milestone decisions. A brief discussion ensued regarding incorporation of the social purpose into the budget cycle.

### **6.3. CSR Report Communication**

Peter ter Weeme provided the background for the CSR Report Communication. Chris Fairclough noted the rationale for a bridge report, since the corporation was transitioning from stand-alone reporting on corporate social responsibility to integrated reporting on financial and non-financial information, including ESG.

A discussion ensued regarding incorporation of stakeholder feedback, the timing for the bridge report and any requisite government oversight.

Chris Fairclough left the meeting.

## **7 OTHER BUSINESS**

### **7.1 7.1 *In camera* Board Sessions**

### **Discussion**

#### **7.1.1. Interim CEO & Executive**

The Board went *in camera* with the Interim CEO, Executive team (except the Chief Social Purpose Officer) and Michele Duncan to discuss the following matters at 1:33 pm, concluding at 2:16 pm.

##### **7.1.1.1. Casino Reopening**

Board members requested an update on casino staffing levels at a future meeting. Following the discussion, Michele Duncan left the meeting.

##### **7.1.1.2. SP Financial Update (Labour)**

#### **7.1.2 Interim CEO & CFO**

The Board went *in camera* with the Interim CEO, Chief Financial Officer, Chief People Officer and Chief Information Officer to discuss the following matter at 2:16 pm, concluding at 2:50 pm.

##### **7.1.2.1. Vancouver & Kamloops Offices**

Board members requested that objectives for the renovation process, including social purpose objectives, be included in the Kamloops Revitalization Project materials when they return to the Board for approval. Following the discussion, the Chair moved forward to agenda item no. 7.1.4.

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

The Board went *in camera* with the Interim CEO and Chief People Officer to discuss the following matters at 3:52 pm, concluding at 4:25 pm.

##### **7.1.3.1. Executive Management Succession Plan**

Lisa Fuller joined the meeting.

Following the discussion, the Interim CEO left the meeting.

##### **7.1.3.2. Interim CEO Succession Plan**

Following the discussion, the Chair moved ahead to agenda item no. 7.1.6.

#### **7.1.4. Interim CEO & CCO**

The Board went *in camera* with the Interim CEO, Chief Compliance Officer, Chief People Officer, Chief Information Officer and General Counsel to discuss the following matters at 2:50 pm, concluding at 3:30 pm.

##### **7.1.4.1. Public Inquiry Update**

##### **7.1.4.2. Litigation Update**

#### **7.1.5. Interim CEO**

The Board went *in camera* with the Interim CEO to discuss the following matter at 3:30 pm, concluding at 3:52 pm.

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**7.1.6. Board**

The Board went *in camera*, without Management present, at 4:25 pm, concluding at 4:50 pm.

**7.1.6.1. Whistleblower Report, if any**

**8 NEXT MEETING**

There being no further business, the meeting was terminated at 4:50 pm.

The next meeting is scheduled for 26 October 2021.

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Chair s 22



**Minutes of the Meeting of the Board of Directors  
held at 9:30 am (PT) 22 September 2021**

Location: Via MS Teams

Board Present:

Greg Moore	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Coro Strandberg	

Management Present:

Lynda Cavanaugh	Interim President and Chief Executive Officer
Alan Kerr	Chief Financial Officer and Vice President, Finance and Corporate Services
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Yabome Gilpin-Jackson	Chief People Officer
Michelle Webb*	Senior Manager, Corporate Finance
Sam MacMillan*	Director, Marketing
Sandy Austin*	Director, People Rewards & Recruitment
Jessica van Hoogevest	General Counsel
Christine Carter	Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary

(\*attending in part)

Greg Moore took the Chair at 9:32 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 9:32 am.

**IN CAMERA SESSION**

The Board went *in camera* at 9:32 am, concluding at 9:34 am.

**1 CONSENT AGENDA**

**1.1 Agenda**

**1.1.1 Action Items List for Reference**

Management joined the meeting.

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, while Michelle Webb joined the meeting. Michelle Webb took the report as read, and invited questions from Board members. A discussion ensued regarding the regulatory requirements for the report, as well as the related communications. It was noted that Internal Audit had performed a review and found no issues.

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, 2021 (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.*

Michelle Webb left the meeting.

### **3 CORPORATE OPERATIONS**

#### **3.1 Board Skills Matrix**

The Board Chair presented the revised Board Skills Matrix and invited comments from the Board members. The Governance and Social Purpose Committee Chair commented on the changes to the Matrix, which had been proposed by the Committee at the July meeting.

The Board members reached consensus on the following further revisions to the Matrix:

- Replacing the competency category of "Corporate Social Responsibility" with "Social Purpose and ESG";
- Separating the existing category of "Cyber Security/ Information and Digital Technology" into two categories, namely: "Cyber and Information Security" and "IT and Emerging Technology";
- Removing the words "Compensation" and "Recruitment" from the "Human Resources" category, since these two words represent subsets of HR;
- Removing the word "Privacy" from the "AML & Law Enforcement" competency category.

A discussion ensued regarding the new "Lived Experience" subsection of the Matrix.

### **2. CORPORATE APPROVALS (cont'd)**

#### **2.2 Enterprise Media Expenditure**

Sam MacMillan joined the meeting. Peter ter Weeme briefly introduced the topic of the Enterprise Media Expenditure and Sam MacMillan provided the presentation. A discussion ensued regarding the process for selecting a media buying partner.

Board members confirmed with management that the selected media buying partner had gambling industry experience, public sector experience and experience with other B.C. clients. Board members also confirmed the partner's ability to market BCLC's social purpose.

A further discussion ensued regarding ongoing monitoring of the partner's fees and services. Board members also received an update from Legal Services on the review of the related contract.

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

*WHEREAS the Board has reviewed Management's request to approve an expenditure of approximately \$ 17(1) in fees and \$ 17(1) in media billing annually over the next five years, resulting in a total projected expenditure of approximately \$ 17(1) ("Media Expenditure");*

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

*NOW THEREFORE be it resolved that:*

- 1. The Media 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.*

Sam MacMillan left the meeting.

#### **4. OTHER BUSINESS**

##### **4.1. *In camera* Sessions**

**Discussion**

##### **4.1.3. Board**

The Board went *in camera* at 10:53 am, concluding at 10:58 am.

##### **4.1.2. Chief People Officer & Director, People Rewards & Recruitment**

The Board went in camera with the Chief People Officer and Director, People Rewards & Recruitment, to discuss the following item at 10:58 am, concluding at 11:22 am.

##### **4.1.2.1. CEO Update**

##### **4.1.1. Interim CEO, Chief People Officer & Director, People Rewards & Recruitment**

The Board went in camera with the Interim CEO, Chief People Officer and Director, People Rewards & Recruitment, to discuss the following item at 11:22 am, concluding at 12:15 pm.

##### **4.1.1.1. COO Next Steps**

#### **4 NEXT MEETING**

There being no further business, the meeting was terminated at 12:15 pm.

The next meeting is scheduled for 26 October 2021 in Vancouver.

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Chair





**Minutes of the Meeting of the Board of Directors  
held at 9:00 am (PT) 26 October 2021**

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

Board Present:

Greg Moore	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Coro Strandberg	

Management Present:

Lynda Cavanaugh	Interim President & Chief Executive Officer
Brad Desmarais	Chief Operating Officer
Alan Kerr	Chief Financial Officer & Vice President, Corporate Services
Marie-Noelle Savoie	Chief Compliance Officer & VP, Legal, Compliance, Security
Patrick Davis	Chief Information Officer & Vice President, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Yabome Gilpin-Jackson	Chief People Officer
Cynki Taylor*	Director, Financial Planning & Analysis (Item 2.1)
Richard Fenster*	Director, Corporate Strategy (Item 4.1.1)
Ryan Persaud*	Director, Business Intelligence (Item 4.3 and 7.2)
Gurmit Aujla*	Director, Audit Services (Item 6.1)
Laura Piva-Babcock*	Director, Communications (Item 7.1)
Sam MacMillan*	Director, Marketing (Item 7.2)
Ted Ockenden*	Director, Corporate Services and Facilities (Items 2.2. and 8.1.1.2)
Sandy Austin*	Director of People Rewards & Recruitment (Item 8.1.2)
Michelle Webb*	Senior Manager, Corporate Finance (Item 6.1)
Bradley Bodenhamer*	Senior Client Insights Partner, Business Intelligence (Item 4.3)
Jim Gudjonson*	Manager, Sustainability Innovation (Item 2.2.)
Jeff Mullan*	Assistant Manager, Gaming Compliance (Item 6.1)
Jessica Van Hoogevest	General Counsel & Director, Legal & Corporate Policy
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

(\*attending in part)

Greg Moore took the Chair at 9:10 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 9:10 am.

**IN CAMERA SESSION**

The Board went *in camera* with the Corporate Secretary at 9:10 am, concluding at 9:35 am.

The Board went *in camera* at 9:35 am, concluding at 9:50 am.

## **1 CONSENT AGENDA**

### **1.1 Agenda**

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

### **1.2 Minutes of 28 July 2021**

Management joined the meeting and the minutes of the 28 July 2021 meeting were presented. Board members had no comments on the minutes.

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

### **1.3 Q2 Financial Statements – Audit Committee**

*WHEREAS the Board has reviewed the financial statements for the second quarter of the fiscal year 2021/2022;*

*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 2021/2022 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 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, as amended;*

*NOW THEREFORE be it resolved that:*

- 1. The Revised SOEBC, as amended, 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.*

### **1.5 Compensation Philosophy & Plan – People & Culture Committee**

*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.*

### **1.6 Compensation Review & Salary Planning (Merit Increase) – People & Culture Committee**

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

#### **1.7 Board Manual Amendment- Board ToR - Governance & SP Committee**

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

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

NOW THEREFORE be it resolved that:

1. The revised Board ToR and corresponding language amendments to related sections of the 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.

#### **1.8 Draft – 2022 Board & Committee Meeting Schedule – Governance & SP Committee**

WHEREAS the Board has reviewed the proposed 2022 Meeting Schedule;

AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve the proposed 2022 Meeting Schedule, as amended;

NOW THEREFORE be it resolved that:

1. The 2022 Meeting Schedule, as amended, 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 TBS – Q2 Revised Forecast**

### **Approval**

The Interim CEO noted that the Business Plan was attached to the materials for information, but would likely be approved in January. The Audit Chair noted that the Audit Committee had requested an in-depth discussion of the Business Plan prior to its approval in January. Board members requested that hard copies of the Business Plan be made available in advance of the in-depth discussion.

Cynki Taylor presented the Q2 Revised Forecast & Projections. A discussion ensued regarding the review process and it was noted that no material comments had been made on the Q2 Revised Forecast during the review.

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

WHEREAS the Board has reviewed the Corporation's forecast for fiscal year 2021/2022 and projections for fiscal years 2022/23 - 2025/26 (the "**Q2 Revised Forecast**");

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 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.

Cynki Taylor left the meeting.

## 2.2 Kamloops Office Revitalization Project

## Approval

Alan Kerr introduced the Kamloops Office Revitalization Project, noting the overall objectives of the initial phase of the project. Ted Ockenden and Jim Gudjonson joined the meeting.

A discussion ensued regarding the context for the initial phase of the project. Board members requested that the Kamloops Office Revitalization Project expenditure be brought back to the Board for approval in January, with the components of the full project and business case outlined, as well as how the initial expenditure fits into the overall goals of the revitalization.

Ted Ockenden and Jim Gudjonson left the meeting.

## 2.3 Rule-Making Delegation of Authority

## Approval

Jessica van Hoogevest introduced the Rule-Making Delegation of Authority, noting that it was a housekeeping item that had been discussed at the Governance and Social Purpose Committee meeting.

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

*WHEREAS, pursuant to Section 4(1)(c) of the Gaming Control Act (British Columbia) ("GCA") and the BCLC Bylaws, the Directors of British Columbia Lottery Corporation (the "**Corporation**") wish to delegate the power, authority, and discretion vested in or exercisable by the Directors to set and make rules pursuant to Sections 7(1)(g), 8(1)(a) to 8(1)(g) of the GCA;*

NOW THEREFORE be it resolved that:

*The Directors of the Corporation hereby delegate to:*

1. *the President and Chief Executive Officer of the Corporation or equivalent or anyone appointed to that position temporarily alone ("**CEO**") and,*
2. *in the alternative, to any two of the following officers of the Corporation:*
  - a. *Chief Operating Officer or equivalent ("**COO**");*
  - b. *Chief Financial Officer & Vice President, Corporate Services or equivalent ("**CFO**");*
  - c. *Chief Compliance Officer & Vice President, Legal, Compliance, Security or equivalent ("**CCO**"); or*
  - d. *Chief Information Officer & Vice President, Business Technology or equivalent ("**CIO**")*  
*(for this resolution the COO, CFO, CCO, and CIO and equivalents, and anyone appointed to these positions temporarily, are collectively referred to as "**C-levels**");*

*the power, authority, and discretion vested in or exercisable by the Directors of the Corporation to:*

- i. *set rules of play for lottery schemes or any class of lottery schemes that the Corporation is authorized to conduct, manage or operate;*
- ii. *make rules requiring and governing books, accounts and other records to be kept by registered gaming services providers, including but not limited to establishing time schedules for the retention of those books, accounts and other records;*
- iii. *make rules limiting and regulating the sale of lottery tickets of the lottery corporation by persons other than the lottery corporation and prescribing the fees, commissions and discounts in the sales;*
- iv. *make rules governing the manner of selecting prize winners under a lottery scheme or any class of lottery schemes conducted and managed by the Corporation;*
- v. *make rules imposing conditions and establishing qualifications for entitlement to prizes in a lottery scheme or any class of lottery schemes conducted and managed by the Corporation;*

- vi. *make rules respecting the handling of money and money equivalents received from players of games of chance by the lottery corporation, licensees and gaming services providers;*
- vii. *make rules governing the holding and disbursement of money received from players of games of chance by the lottery corporation, licensees and registered gaming services providers; and*
- viii. *make rules respecting security and surveillance at gaming facilities or classes of gaming facilities;*

*The signature of the CEO, or the signatures of any two C-levels, on any such rules will be conclusive evidence that the rules are authorized by this resolution;*

*The CEO, or any two of the C-levels, are hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in their opinion may be necessary or desirable to give full effect to the foregoing resolution;*

*The CEO or equivalent is hereby directed to annually report to the Directors of the Corporation regarding the exercise of the power, authority and discretion delegated hereunder; and*

*The resolution of the Directors of the Corporation in relation to the delegation of authority under Sections 7(1)(g), 8(1)(c) and 8(1)(d) of the GCA dated May 14<sup>th</sup>, 2019, is repealed in its entirety and replaced by this Resolution, effective as of October 26, 2021.*

### **3 REPORT BY CHAIR**

The Chair provided a nil report.

### **4 REPORTS BY MANAGEMENT**

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

**Verbal**

Lynda Cavanaugh provided a brief report, noting that the Corporation was working closely with the Crown Agencies Secretariat (CAS) and the Chair would be representing the Board at meetings with CAS going forward. She also noted that the rollout of the Corporation's vaccine requirement was going well. Board members had no questions.

##### **4.1.1 Strategic Planning Process**

Yabome Gilpin-Jackson noted that the next strategic planning process would begin in January. Richard Fenster joined the meeting and provided a presentation. A discussion ensued regarding alignment of the strategic plan with the business plan, as well as the potential touchpoints with the Board.

Board members requested that the link between each aspect of the strategic plan and the strategic priorities be clearly defined. They also requested a status update on the previous Strategic Plan.

Richard Fenster left the meeting.

##### **4.1.2 Single Event Sports Betting Update**

Brad Desmarais took the materials as read, then provided a few updates. A discussion ensued regarding the approval process for the Single Event Sports Betting strategy. Board members requested that the Single Event Sports Betting strategy be brought forward to the Board for approval at a future meeting.

#### **4.2 Management Reports**

**Information Only**

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

Alan Kerr took the Finance & Corporate Services report as read. He noted that he had advised the Audit Committee of some resourcing challenges. Board members had no questions.

##### **4.2.2 Operations**

Brad Desmarais took the Operations report as read, then provided some further updates. A discussion ensued regarding COVID protocols in casinos, as well as the benefits of 100% known play.

#### **4.2.3 Business Technology**

Pat Davis took the Business Technology report as read, noting that BT was also experiencing resourcing challenges. He highlighted the cyber-security update in the report and commented on the Board's upcoming education session on the topic.

Board members requested that long-term trends in cyber-security incidents be provided in the future, along with any relevant context.

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

Yabome Gilpin-Jackson took the People & Culture report as read, noting that recruitment and retention strategies were being considered to address resourcing challenges. She also noted that Occupational Health and Safety was moving to the People & Culture division, and that the BCLC vaccine requirement would take effect in November.

A discussion ensued regarding potential vaccine accommodation requests, as well as the impact of the wildfires on Kamloops staff and the potential implications for the Kamloops Office Revitalization Project.

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

Peter ter Weeme took the Social Purpose & Player Experience report as read, noting that the Customer Call Centre had won two awards and was a finalist for three more awards. He noted progress on the Indigenous reconciliation strategy and asked Board members if they would like to see the outcome of the related consultation process. Board members concurred.

A discussion ensued regarding Customer Call Centre KPI's and Board members requested that they be reintegrated into the report going forward.

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

Marie-Noelle Savoie took the Legal, Compliance, Security report as read, providing updates on data governance. A discussion ensued regarding staff training on the reporting of potential privacy breaches. Board members noted the improved processing time on FOI requests.

### **4.3 Q2 Dashboard**

#### **Discussion**

Ryan Persaud and Bradley Bodenhamer joined the meeting. Bradley Bodenhamer presented the Q2 Dashboard, noting that revenue was above projections. Board members requested that longer term trends be included in the Dashboard.

Ryan Persaud and Bradley Bodenhamer left the meeting.

#### **Lunch & Learn – Board Technology Training**

Board members were provided with technology training on a proposed email upgrade over the lunch break. Board members requested that further details regarding the Board's new BCLC email accounts be provided, as well as a copy of BCLC's email retention policy.

## **5 COMMITTEE REPORTS**

### **5.1 Audit Committee**

#### **Discussion**

Joan Axford delivered the Audit Committee report, noting that the Committee received updates on the status of service providers and the Finance Transformation. The Committee also reviewed the internal audit services and discussed AML controls.

The Committee had reviewed a plan regarding the open bid process for external audit services and had decided to rescind their prior recommendation to the Board to proceed with an open bid process for FY23. Instead, the Committee recommended that an open bid process be considered for FY24.

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

*WHEREAS in October 2020, the Audit Committee recommended, and the Board approved, that the Corporation proceed with an open bid process for the external audit for the fiscal year ending March 31, 2023 (the "Open Bid Process");*

*AND WHEREAS the Corporation has not yet begun the Open Bid Process, and the Audit Committee has reconsidered the timing of the Open Bid Process, such that the Committee has recommended to the Board that the resolution of the Board in relation to the Open Bid Process dated 22 October 2020 be rescinded;*

*NOW THEREFORE be it resolved that:*

- 1. The resolution of the Board in relation to the Open Bid Process dated 22 October 2020 is hereby rescinded; 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 Committee**

### **Discussion**

Mario Lee delivered the Governance and Social Purpose Committee report, noting the various reports that had been provided at the Committee meeting. Board members requested that Peter ter Weeme comment on the Social Purpose Milestones and he provided a brief overview.

## **5.3 People & Culture Committee**

### **Discussion**

Dusty Kelly delivered the People & Culture Committee report, noting that the Committee had received an update on the Corporation's employee vaccination requirement and had decided to recommend that the Board adopt one as well.

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

*WHEREAS the People & Culture Committee has discussed Management's requirement that all BCLC employees be fully vaccinated with a COVID-19 vaccine series approved by Health Canada by November 22, 2021;*

*AND WHEREAS the Board has received a recommendation from the People & Culture Committee to adopt the same requirement for Board members (the "Board Vaccination Requirement");*

*NOW THEREFORE be it resolved that:*

- 1. The Board Vaccination Requirement 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.*

## **5.4 Risk Committee**

### **Discussion**

Lisa Ethans delivered the Risk Committee report, noting some of the potential risks outlined in the ERM report. A brief discussion ensued regarding talent risk.

## **6 BOARD EDUCATION**

### **6.1 Casino Operations Checks & Balances**

#### **Discussion**

Marie-Noelle Savoie and Alan Kerr introduced the Casino Operations Checks and Balances education session. Gurmit Aujla, Jeff Mullan and Michelle Webb joined the meeting, and provided the presentation.

A discussion ensued regarding the Corporation's relationship with casino operators, the coordination of audits with GPEB and the potential for a global ISO standard for the gaming industry.

Gurmit Aujla, Jeff Mullan and Michelle Webb left the meeting.

### **6.2 Cyber-Security Desktop Exercise Update**

Pat Davis provided an overview of the various options for the cyber-security desktop exercise for the Board. The Risk Committee Chair noted the outcome of the Committee's deliberations on the desktop exercise. A discussion ensued regarding the requisite time commitment and the need to leverage both online learning and "in person" education sessions.

Board members requested that a one hour cyber-security education session be provided, as well as some cyber-security resources and hyperlinks for individual Board member's self-training.

## **7 CORPORATE OPERATIONS**

### **7.1 Provincial Government Relations Strategy**

#### **Discussion**

Peter ter Weeme introduced the Provincial Government Relations Strategy. Laura Piva-Babcock joined the meeting and provided a high-level overview. A discussion ensued regarding the potential for collaboration on social and environmental goals.

Board members requested that a more detailed version of the government relations strategy be provided at a future Board meeting, as well as the broader stakeholder relations strategy.

Laura Piva-Babcock left the meeting.

### **7.2 BCLC Brand Architecture Research**

#### **Discussion**

Peter ter Weeme provided an introduction, noting that presentation of the BCLC Brand Architecture Research had been an action item arising from a previous Board meeting. Ryan Persaud and Sam MacMillan joined the meeting and presented the BCLC Brand Architecture Research.

A discussion ensued regarding the BCLC brand and the Corporation's societal value proposition. Board members requested that the BCLC Brand Marketing Strategy be provided at a future Board meeting.

Ryan Persaud and Sam MacMillan left the meeting.

## **8 OTHER BUSINESS**

### **8.1 *In camera* Board Sessions**

#### **Discussion**

#### **8.1.1 Interim CEO & Executive**

The Board went *in camera* with the Interim CEO & Executive to discuss the following matters at 3:13 pm, concluding at 3:32 pm.

##### **8.1.1.1. Update on Casino Staffing**

##### **8.1.1.2. Vancouver Office Lease**

Ted Ockenden joined the meeting.

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 \$ 21 for an initial extension of the Vancouver Office Lease (the "VOL Expenditure");*

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

*NOW THEREFORE be it resolved that:*

- 1. The VOL 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.*

Ted Ockenden left the meeting.

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

The Board went *in camera* with the Interim CEO, Chief People Officer and Director of People Rewards & Recruitment to discuss the following matters at 3:32 pm, concluding at 4:02 pm.

##### **8.1.2.1. COO Update, incl. Success Profile**

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

WHEREAS Brad Desmarais is resigning from the position of Chief Operating Officer effective s 22

AND WHEREAS Management plans to make an offer of employment to Dan Beebe for the position of Interim Chief Operating Officer with the Corporation;

NOW THEREFORE be it resolved that:

1. Subject to acceptance of the offer of employment for the position of Interim Chief Operating Officer with the Corporation, the Board appoint Dan Beebe as an officer of the Corporation effective as of the effective date of the employment agreement; 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.

#### **8.1.2.2. CEO Update, incl. Success Profile**

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

WHEREAS the Board has reviewed Management's proposed search process to be used in the event that there is a need to recruit for a new President and CEO (the "CEO Search Process");

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

NOW THEREFORE be it resolved that:

1. The CEO Search 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.

#### **8.1.3. Interim CEO & CCO**

The Board went *in camera* with the Interim CEO, Chief Compliance Officer and General Counsel to discuss the following matters at 4:02 pm, concluding at 4:23 pm.

##### **8.1.3.1. Public Inquiry Update**

##### **8.1.3.2. GCA Amendment Update**

##### **8.1.3.3. Litigation Update**

#### **8.1.4. Board**

The Board went *in camera* with the Corporate Secretary to discuss the following matters at 4:23 pm, concluding at 4:55 pm.

##### **8.1.4.1. Committee Structure**

The Board went *in camera* to discuss the following matters at 4:55 pm, concluding at 5:19 pm.

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

## **9 NEXT MEETING**

There being no further business, the meeting was terminated at 5:19 pm.

The next meeting is scheduled for 11 January 2022 in Vancouver.

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Chair





## Minutes of the Meeting of the Board of Directors held at 2:00 pm (PT) 2 December 2021

Location: R4 Meeting Room

Board Present:

Joan Axford	Acting Chair
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
Greg Moore	
Coro Strandberg	

Management Present:

Lynda Cavanaugh	Interim President and Chief Executive Officer
Dan Beebe	Interim Chief Operating Officer
Alan Kerr	CFO & VP, Corporate Services
Pat Davis	CIO & VP, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Marie-Noelle Savoie	Chief Compliance Officer & VP, Legal, Compliance, Security
Yabome Gilpin-Jackson	Chief People Officer
Laura Piva-Babcock*	Director of Communications
Cynki Taylor*	Director of Financial Planning and Analysis
Christine Carter	Corporate Secretary & Director of Governance
Suzanne Rowley	Assistant Corporate Secretary

(\*attending in part)

Joan Axford advised the Board that she had been asked to act as Chair for the meeting, since Greg Moore needed to join the meeting remotely.

On motion duly made and carried, the Board appointed Joan Axford to act as Chair for the meeting.

Joan Axford took the Chair at 2:03 pm with Christine Carter acting as recording secretary. As proper notice of the meeting had been given and a quorum was present, the Chair declared the meeting to be regularly constituted and open for the transaction of business at 2:03 pm.

## **2 CONSENT AGENDA**

### **2.1. Agenda**

#### **2.1.1. Action Items List for Reference**

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

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

## **1 IN CAMERA SESSION**

The Board went *in camera* with the Corporate Secretary to discuss the following matters at 2:04 pm, concluding at 2:28 pm.



## **1.1. Committee Structure**

## **1.2. Committee Membership**

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

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

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

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

### ***Audit Committee***

*Joan Axford, Chair*

*Fiona Chan*

*Lisa Ethans*

*(vacancy for new Board member)*

### ***Governance & Social Purpose Committee***

*Mario Lee, Chair*

*Coro Strandberg*

*(vacancy for new Board member)*

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

*Dusty Kelly, Chair*

*Hilary Cassady*

*(vacancy for new Board member)*

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

*Lisa Ethans, Chair*

*Joan Axford*

*Hilary Cassady*

*Fiona Chan*

*Mario Lee*

*Coro Strandberg*

*Dusty Kelly*

## **3 CORPORATE APPROVALS**

### **3.1 Revised Strategy & Risk Committee ToR**

### **Discussion**

Management joined the meeting. The Revised Strategy & Risk Committee Terms of Reference were taken as read.

The Acting Chair of the Governance and Social Purpose Committee reported on the outcome of the Committee meeting which had immediately preceded the Board meeting. She noted that the Committee was recommending that the Board approve the Revised Strategy & Risk Committee Terms of Reference "in principle", subject to the suspended implementation of certain sections, which required further consideration.

The Acting Committee Chair also noted that the Corporate Secretary was going to investigate whether the Board Chair could become a full voting member of the Strategy & Risk Committee of the Whole. A discussion ensued regarding some of the potential amendments to the Terms of Reference proposed by the Committee.

The Interim CEO suggested that management coordinate with the Corporate Secretary and Legal Services to prepare further revised Terms of Reference which work more effectively from an operational, legal and corporate governance 'best practice' perspective.

Board members concurred, and requested that the further revised Terms of Reference be compared against existing Terms of Reference to ensure that there was no overlap in responsibilities. A discussion ensued regarding oversight of the corporate strategy and various strategic initiatives.

The Board deferred approval of the Revised Strategy & Risk Committee Terms of Reference to a future meeting, pending receipt of further revisions from management.

### **3.2. Revised Governance & Social Purpose Committee ToR**

The Revised Governance and Social Purpose Committee Terms of Reference were taken as read.

The Acting Chair of the Governance and Social Purpose Committee advised that the Committee had noted at the preceding meeting that there was some complexity regarding the definition of "stakeholders". The Committee had also recommended an edit to the Terms of Reference in section III.C.i. Stakeholder Relations Duties to read "mutually beneficial and reciprocal relationship".

The Board deferred approval of the Revised Governance and Social Purpose Committee Terms of Reference to a future meeting, pending receipt of further revisions from management.

## **4 CORPORATE OPERATIONS**

### **4.1 Draft Service Plan – Key Messages**

Laura Piva-Babcock joined the meeting.

Peter ter Weeme provided the latest version of the draft Service Plan and requested that Board members provide any recommended edits to him by the end of the week. Board members requested that the key messages for the Service Plan, which had been revised to include Board members' comments from the October Board meeting, be circulated to the Board after the meeting.

A discussion ensued regarding the listing of capital projects in the Service Plan, then Laura Piva-Babcock left the meeting.

### **4.2 FY23 Enterprise Business Plan – Questions from Board TBA Dec. 14th**

Cynki Taylor joined the meeting and Alan Kerr introduced the FY23 Enterprise Business Plan, noting that the Executive team was planning to do a presentation to the Board on December 14<sup>th</sup>. Board members were asked to provide any questions that they might have on the Enterprise Business Plan in advance of the presentation.

Board members requested that further clarification on the key business priorities, ESG planning, capital projects, innovation, cross-divisional strategies, corporate strategic plan progress, hospitality strategy and divisional metrics be provided at future meetings. Cynki Taylor left the meeting.

## **5 OTHER BUSINESS**

### **5.1 *In camera* Sessions**

### **Discussion**

The Committee went *in camera* at 3:39 pm, concluding at 4:30 pm.

## **6 NEXT MEETING**

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

The next meeting is scheduled for 7 January 2021.



**Minutes of the Meeting of the Board of Directors  
held at 1:00 pm (PT) 14 December 2021**

Location: R4 Meeting Room

Board Present:

Greg Moore	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Dusty Kelly*	
Mario Lee*	
Coro Strandberg	

Management Present:

Lynda Cavanaugh	Interim President and Chief Executive Officer
Dan Beebe	Interim Chief Operating Officer
Alan Kerr	CFO & VP, Corporate Services
Pat Davis	CIO & VP, Business Technology
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Marie-Noelle Savoie	Chief Compliance Officer & VP, Legal, Compliance, Security
Yabome Gilpin-Jackson	Chief People Officer
Jennifer Sutherland	Director of Strategic Initiatives
Cynki Taylor	Director of Financial Planning and Analysis
Christine Carter	Corporate Secretary & Director of Governance

(\*attending in part)

Greg Moore took the Chair at 1:11 pm with Christine Carter acting as recording secretary. As proper notice of the meeting had been given and a quorum was present, the Chair declared the meeting to be regularly constituted and open for the transaction of business at 1:11 pm.

***IN CAMERA SESSION***

The Board, except Mario Lee, went *in camera* with the Interim President and CEO at 1:11 pm, concluding at 1:46 pm.

**1 CONSENT AGENDA**

**1.1. Agenda**

**1.1.1. Action Items List for Reference**

**1.2. Minutes of 22 September & 26 October 2021**

The Chair invited comments on the agenda and minutes. The Board members had no comments. On motion duly made and carried, the agenda was adopted and the minutes were approved.

## **2 CORPORATE OPERATIONS**

### **2.1 FY23 Enterprise Business Plan**

Management and Mario Lee joined the meeting.

The Chair commended Management on their hard work on the business plan. Alan Kerr thanked the Board for providing their questions in advance of the meeting and explained the agenda for the meeting.

Cynki Taylor presented Management's responses to the questions that the Board had provided in advance of the meeting. Clarification was requested regarding the listing of capital projects in the business plan.

Lynda Cavanaugh presented the corporate overview and environmental scan, noting some changes in government personnel. Alan Kerr provided the financial overview, including a comparison of the FY23 budget to the FY21 Service Plan.

Yabome Gilpin-Jackson provided an overview of corporate salaries and benefits, noting the corporation's workforce planning efforts, as well as expected FY23 growth. A discussion ensued regarding the planned hiring and associated training.

Dusty Kelly left the meeting.

A further discussion ensued regarding the Corporation's use of contractors due to supply chain issues. Pat Davis provided a presentation on the FY23 approved project forecast and associated operating expenses. A discussion ensued regarding project budgeting.

Peter ter Weeme presented on the strategic value of sports investment, particularly the marketing aspect. Dan Beebe presented the divisional priorities for the three lines of business for the Corporation.

Peter ter Weeme presented the divisional priorities for Social Purpose and Player Experience, as well as Player Health, Communications, Public Affairs and the Customer Support Centre. Pat Davis presented the priorities for Business Technology, noting that the Corporation planned to enable improved data analytics going forward.

Dusty Kelly returned to the meeting.

A discussion ensued regarding potential uses for the improved data analytics. Marie-Noelle Savoie presented the divisional priorities for Legal, Compliance and Security, noting the focus on rationalizing records management and developing an enterprise compliance program.

Yabome Gilpin-Jackson presented the priorities for the People and Culture division, noting that they were the same as the priorities contained in the People & Culture Strategy. A brief discussion ensued regarding the Corporation's response to the "Great Resignation" globally.

Alan Kerr presented the priorities for the Finance and Corporate Services division. A discussion ensued regarding changes that had occurred since the business plan was drafted. Alan Kerr noted that the Finance team was considering the use of a software tool next year to build the enterprise business plan.

Board members asked whether there would be an opportunity for the Board to provide input on the business planning process. Alan Kerr noted that the Enterprise Business Plan team would debrief following the January Board and Committee meetings and may reach out to the Board for feedback then.

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

WHEREAS the Board, including all of the members of the Audit Committee, has reviewed the business plan, operating and capital budgets for fiscal year 2022/2023 (the "**Business Plan and Budget**");

AND WHEREAS the Board has received a recommendation from Management and the Audit Committee members to approve the Business Plan and Budget;

NOW THEREFORE be it resolved that:

1. The Business Plan and Budget 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* Sessions

Discussion

The Board went *in camera* at 4:02 pm with the Corporate Secretary, Interim President and CEO and Chief People Officer, concluding at 4:30 pm.

### 4 NEXT MEETING

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

The next meeting is scheduled for 11 January 2021.

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Committee Chair s 22  
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**Minutes of the Meeting of the Board of Directors  
held at 9:00 am (PT) 11 January 2022**

Location: Via Microsoft Teams

Board Present:

Greg Moore	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Dusty Kelly	
Mario Lee	
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
Yabome Gilpin-Jackson	Chief People Officer
Cynki Taylor*	Director, Financial Planning & Analysis (Item 2.1)
Laura Piva-Babcock*	Director, Communications (Item 2.2)
Ryan Persaud*	Director, Business Intelligence (Item 4.3)
Mark Lane*	Director, Cyber Security (Item 6.1)
Jennifer Barbosa*	Director, Enterprise Risk Management Services (Item 8.1.2.1)
Lara Gerrits*	Senior Manager, External Communications (Item 2.2)
Bal Bamra*	Manager, AML Intelligence (Item 6.2)
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

Guest Presenters:

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(\*attending in part)

Greg Moore took the Chair at 9:02 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 9:02 am.

**IN CAMERA SESSION**

The Board went *in camera* at 9:02 am, concluding at 9:24 am.

## **1 CONSENT AGENDA**

### **1.1 Agenda**

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

### **1.2 Minutes of 2 December 2021**

Management joined the meeting and the minutes of the 2 December 2021 meeting were presented. Board members had no comments on the minutes.

The Board Chair recommended some amendments to the Consent Agenda to:

- (a) defer item no. 1.7. until it could be considered at a future meeting; and
- (b) remove item no. 1.12 from of the Consent Agenda and include it in the Committee Reports section of future Agendas for consistency with the other Committee Reports.

Board members had no objections to the amendments.

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

### **1.3 Q3 Financial Statements – Audit Committee**

*WHEREAS the Board has reviewed the financial statements for the third quarter of the fiscal year 2021/2022;*

*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 2021/2022 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 Draft Service Plan – Audit Committee**

*WHEREAS the Board has reviewed the Service Plan for fiscal years 2022/2023–2024/2025 (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.*

### **1.5 Statement of Investment Policies & Procedures – Audit Committee**

*WHEREAS the Board has reviewed the British Columbia Lottery Corporation Pension Plan’s amended Statement of Investment Policies and Procedures;*

*AND WHEREAS the Board has received a recommendation from the Audit Committee to approve the amended Statement of Investment Policies and Procedures;*

*NOW THEREFORE be it resolved that:*

1. *The amended Statement of Investment Policies and Procedures 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.*

#### **1.6 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.*

#### **1.7 Single Event Sports Betting Strategy – Strategy & Risk Committee of the Whole**

*This item was deferred to a future meeting.*

#### **1.8 ERMS Charter & Policy - Strategy & Risk Committee of the Whole**

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

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

#### **1.9 Vancouver Office Lease – Audit Committee**

*WHEREAS the Board has reviewed Management's request to ratify a revised expenditure of up to \$ 21 for an initial extension of the Vancouver Office Lease (the "Revised Expenditure");*

*AND WHEREAS the Board has received a recommendation from the Audit Committee to ratify the Revised Expenditure;*

*NOW THEREFORE be it resolved that:*

1. *The Revised Expenditure is hereby approved, ratified and confirmed; 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 Audit Committee Rep - Pension Committee Observer – Audit Committee**

*WHEREAS, pursuant to the Board Terms of Reference, the Board may appoint a Director from the Audit Committee to observe the work of the Pension Committee;*

*AND WHEREAS the Board has received a recommendation from the Audit Committee to appoint Joan Axford to act as the Pension Committee observer;*

*NOW THEREFORE be it resolved that:*



1. *Joan Axford is hereby appointed as the Pension Committee observer for the Board until her successor is appointed; 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.*

### **1.11 BCLC Annual Resolution**

*RESOLVED that:*

1. *The following are appointed officers of the Corporation for fiscal year 2022-2023 or until their successors are appointed:*  

<i>Lynda Cavanaugh</i>	<i>Interim President and Chief Executive Officer</i>
<i>Dan Beebe</i>	<i>Interim Chief Operating Officer</i>
<i>Alan Kerr</i>	<i>Chief Financial Officer and Vice President, Corporate Services</i>
<i>Marie-Noelle Savoie</i>	<i>Chief Compliance Officer and Vice President, Legal, Compliance, Security</i>
<i>Pat Davis</i>	<i>Chief Information Officer &amp; Vice President, Business Technology</i>
<i>Peter ter Weeme</i>	<i>Chief Social Purpose Officer &amp; Vice President, Player Experience</i>
2. *All changes to the officers' titles made by the Interim President and Chief Executive Officer during fiscal year 2021-2022, if any, are hereby approved, ratified and confirmed.*
3. *All acts, proceedings, and appointments made by the Audit Committee, the Governance and Social Purpose Committee, the People and Culture Committee and the Risk Committee during fiscal year 2021-2022 are hereby approved, ratified and confirmed.*

### **1.12 Strategy & Risk Committee Report**

*This item was removed from the Consent Agenda.*

## **2 CORPORATE APPROVALS**

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

### **Approval**

Cynki Taylor joined the meeting and provided the updated Q3 Revised Forecast & Projections, noting that there had been some amendments due to the impact of the Omicron variant. The Audit Chair noted that the Audit Committee had reviewed the assumptions in the updated Q3 Revised Forecast & Projections and recommended them to the Board for approval.

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

*WHEREAS the Board has reviewed the Corporation's forecast for fiscal year 2021/22 and projections for fiscal years 2022/23 - 2025/26 (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.*

Cynki Taylor left the meeting.

## 2.2 Government Relations Strategy

Approval

Laura Piva-Babcock and Lara Gerrits joined the meeting. Peter introduced the Government Relations Strategy and Laura noted some amendments that had been requested by the Governance and Social Purpose Committee. Board members had no questions.

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

*WHEREAS the Board has reviewed the Government Relations Strategy;*

*AND WHEREAS the Board has received a recommendation from the Governance and Social Purpose Committee to approve the Government Relations Strategy, as amended;*

*NOW THEREFORE be it resolved that:*

1. *The Board hereby approves the Government Relations Strategy, amended as follows:*
  - a. *Introduction clarified to indicate which governments are covered by the Strategy;*
  - b. *Introduction also clarified to indicate that BCLC wishes to have a relationship with the Ministers responsible for Tourism, Economic Development and Rural Development; and*
  - c. *Page 11 clarified to indicate that the comment regarding the dividend is referencing the gaming grant dividend, s 17(1)*

*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.*

Laura Piva-Babcock and Lara Gerrits left the meeting.

## 3 REPORT BY CHAIR

The Board Chair provided an update on the recruitment process to fill the outstanding vacancies on the Board. Board members requested that a meeting be scheduled for the current Board members to meet the new Board members before their first formal Board meeting. The Board Chair noted that the meeting may need to be held virtually, depending on the status of the Omicron variant of COVID-19.

## 4 REPORTS BY MANAGEMENT

### 4.1 Report by Interim President & CEO

Verbal

The Interim President & CEO provided a brief report on government relations. Board members had no questions.

### 4.2 Management Reports

Information Only

#### 4.2.1 Finance & Corporate Services

Alan Kerr took the Finance & Corporate Services report as read. A brief discussion ensued regarding a potential new payroll system.

#### 4.2.2 Operations

Dan Beebe took the Operations report as read, noting that he was optimistic that casinos would remain open. He also mentioned BCLC's successful bid to become a licensed service provider for SIGA in Saskatchewan. Finally, he noted that CRM had transitioned to Peter ter Weeme's team to coordinate with Marketing.

A brief discussion ensued regarding the approval process for OSA amendments. It was noted that if there were no material changes to the Master OSA agreement, approval for OSA amendments did not need to come to the Board. A further discussion ensued regarding strategic priorities and mystery shopping.

#### **4.2.3 Business Technology**

Pat Davis took the Business Technology report as read, noting that he had covered the material items during the Strategy & Risk Committee meeting on the previous day. s 15(1), s 17(1), s 21

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

Yabome Gilpin-Jackson took the People & Culture report as read, noting the impacts of the Omicron variant of COVID-19 on staff, as well as the recent new hire of an Occupational Health & Safety staff member. Board members had no questions.

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

Peter ter Weeme took the Social Purpose & Player Experience report as read, noting that BCLC had won some recent ESG-related awards. A discussion ensued regarding efforts to enhance the Corporation's reputation, as well as efforts to maintain Player Health.

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

Marie-Noelle Savoie took the Legal, Compliance, Security report as report. A brief discussion ensued regarding security around the Kamloops office building.

### **4.3 Q3 Dashboard**

#### **Discussion**

Ryan Persaud joined the meeting and took the Q3 Dashboard as read. He noted progress on the revenue metrics and recommended a focus on the reputational metrics for the next fiscal year. A discussion ensued regarding the method for determination of the targets reflected in the Dashboard.

Board members requested that future graphs in the Dashboard contain longer-term data, such as 3-year trends. A further discussion ensued regarding historical and comparative data on the Dashboard metrics, as well as enhanced communication of the Corporation's Player Health commitments.

Ryan Persaud left the meeting.

## **5 COMMITTEE REPORTS**

### **5.1 Audit Committee**

#### **Discussion**

Joan Axford delivered the Audit Committee report, noting that most of the Committee's work had already been considered by the Board in earlier motions. She noted that the Committee had welcomed Fiona Chan as a new member. A discussion ensued regarding the ESG reporting requirements in the Statement of Investment Policies and Procedures.

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

#### **Discussion**

Mario Lee delivered the Governance and Social Purpose Committee report and thanked Joan Axford for attending the Committee meeting. He noted that most of the reports that were presented to the Committee would also be presented to the Board.

Mario Lee advised that the Committee was recommending that a workshop be scheduled to gather Board members input on the governance aspect of the Stakeholder Engagement Framework.

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

#### **Discussion**

Dusty Kelly delivered the People & Culture Committee report, noting that she had invited past Committee members to attend the January meeting. She advised that the Committee had received a vaccination update and there was a very high rate of vaccination amongst staff.

A discussion ensued regarding the monitoring of ESG reporting through the Board's observer at the Pension Committee meetings.

## **6 BOARD EDUCATION**

### **6.1 Cyber-Security Education Session**

#### **Discussion**

Mark Lane and s 22 joined the meeting. Mark Lane provided BCLC-specific context and s 22 gave the presentation. Mark Lane discussed the Board's role before, during and after a potential cyber incident. A discussion ensued regarding government relations in the event of an incident.

A further discussion ensued regarding Audit Services oversight of the Cyber Security program at BCLC, as well as the controls in place for network security. Board members requested, and received, further information on staff resourcing challenges, as well as potential coordination with law enforcement.

Board members requested insight on the integration of the data governance and data security programs, as well as mitigation of supply chain risk.

Mark Lane and s 22 left the meeting.

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

Bal Bamra joined the meeting and provided the annual AML Compliance Training, noting that she had updated some of the data in her presentation to the Board. A discussion ensued regarding the transactional monitoring system and related cyber security.

Bal Bamra left the meeting.

## **7 CORPORATE OPERATIONS**

### **7.1 Stakeholder Engagement Strategy**

#### **Discussion**

Peter ter Weeme briefly presented the Stakeholder Engagement Strategy, noting its correlation to the larger Stakeholder Engagement Framework. The Governance and Social Purpose Committee Chair discussed a potential Board workshop on governance of stakeholder engagement.

One of the Governance and Social Purpose Committee members presented questions for the Board to consider at the proposed workshop. A discussion ensued regarding Board oversight of stakeholder engagement generally.

Board members requested that a workshop be scheduled to gather input for the governance aspect of the Stakeholder Engagement Framework.

### **7.2 Indigenous Reconciliation Plan**

#### **Discussion**

Peter ter Weeme presented the Indigenous Reconciliation Plan and requested feedback. A discussion ensued regarding the Corporation's mandate to advance Indigenous reconciliation, as well as the identification of priority groups and establishment of goals.

Board members advised that further guidance would be provided at the Board's workshop on stakeholder engagement.

Prior to moving *in camera*, the Board Chair noted that Yabome Gilpin-Jackson was leaving the organization. He thanked her for her significant contributions to BCLC, particularly through the organizational change management process.

## **8 OTHER BUSINESS**

### **8.1 *In camera* Board Sessions**

#### **Discussion**



#### **8.1.1 Interim CEO & Chief People Officer**

The Board went *in camera* with the Interim CEO & Chief People Officer to discuss the following matters at 3:17 pm, concluding at 3:32 pm.

##### **8.1.1.1. CEO Update, incl. Success Profile**

*WHEREAS the Board has reviewed the CEO Success Profile;*

*AND WHEREAS the Board has received a recommendation from the People & Culture Committee to approve the CEO Success Profile, with one minor amendment to indicate that gaming industry experience is preferred, not essential;*

*NOW THEREFORE be it resolved that:*

- 1. The CEO Success Profile is 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.*

#### **8.1.2. Director, ERMS**

The Board went *in camera* with the Director, Enterprise Risk Management Services, to discuss the following matters at 3:32 pm, concluding at 3:50 am.

s 17(1)

#### **8.1.3. Board**

The Board went *in camera* with the Interim CEO, Chief Compliance Officer and General Counsel to discuss the following matters at 3:50 pm, concluding at 4:13 pm.

##### **8.1.3.1. Bylaw Amendment**

*WHEREAS the Board has reviewed the amendment to the Bylaws of British Columbia Lottery Corporation which has been proposed by the Board Chair;*

*AND WHEREAS the Board has received a recommendation from the Governance & Social Purpose Committee to amend the Bylaws;*

*NOW THEREFORE be it resolved that:*

- 1. Section 4.2. of the Bylaws of British Columbia Lottery Corporation is hereby amended by adding language to the final sentence, as follows in yellow highlight:*  
**4.2. Members of Committees.** *Members of committees appointed by the board shall hold office until the earlier of their resignation from the committee, their removal from the committee by the board, and their ceasing to be directors. Unless the board provides otherwise, the board chair shall be an ex-officio and non-voting member of all committees.*
- 2. The Board Chair is hereby authorized on behalf of the Corporation to execute and deliver the amended Bylaws and 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.*
- 3. The Corporate Secretary is hereby authorized to make any corresponding amendments to the Board Manual which are required to reflect the amended Bylaws.*

##### **8.1.3.2. Selection of Ad Hoc Committee**

*WHEREAS the Board has reviewed the CEO Search Committee membership which has been proposed by the Board Chair;*

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

*NOW THEREFORE be it resolved that the following individuals be appointed as voting members and, if indicated below, Chair of the CEO Search Committee until their successors are appointed or a new President and CEO has been appointed for the Corporation:*

*Greg Moore, Chair*

*Mario Lee*

*Dusty Kelly*

*Lisa Ethans*

*Joan Axford*

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

#### **9 NEXT MEETING**

There being no further business, the meeting was terminated at 4:13 pm.

The next meeting is scheduled for 12 May 2022 in Vancouver.

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Chair s 22





**Minutes of the Meeting of the Board of Directors  
held at 1:00 pm (PT) 20 January 2022**

Location: Via MS Teams

Board Present:

Greg Moore	Chair
Joan Axford	
Hilary Cassady	
Fiona Chan	
Lisa Ethans	
Mario Lee	
Coro Strandberg	
Dusty Kelly	

Management Present:

Lynda Cavanaugh	Interim President and Chief Executive Officer
Dan Beebe	Interim Chief Operating Officer
Peter ter Weeme	Chief Social Purpose Officer & VP, Player Experience
Charlene Nielson	Director of Product Management
Greg Paolini	Manager of Enterprise Sports
Christine Carter	Corporate Secretary & Director of Governance
Suzanne Rowley	Assistant Corporate Secretary

Greg Moore took the Chair at 1:02 pm with Christine Carter acting as recording secretary. As proper notice of the meeting had been given and a quorum was present, the Chair declared the meeting to be regularly constituted and open for the transaction of business at 1:02 pm.

***IN CAMERA SESSION***

The Committee went *in camera* at 1:02 pm, concluding at 1:06 pm.

**1 CONSENT AGENDA**

**1.1. Agenda**

**1.1.1. Action Items List for Reference**

**1.2. Minutes of 14 December 2021**

Management joined the meeting and the minutes of the 14 December 2021 meeting were presented. Board members had no comments on the minutes.

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

## 2 CORPORATE APPROVALS

### 2.1 Single Event Sports Betting POC Plan

Dan Beebe introduced the Single Event Sports Betting POC Plan, noting that the Sports Strategy would be brought forward to a future meeting. A discussion ensued regarding the Player Health aspects of the POC Plan. It was noted that BCLC's social purpose journey would be addressed in the Sports Strategy.

The potential cost of the Single Event Sports Betting POC Plan was discussed, as well as the potential benefits to the business. It was noted that the cost of the POC Plan was within the previously approved FY23 Business Plan. Board members raised the possibility of contractual exclusivity with Plan partners.

A discussion ensued regarding communications, as well as risk identification and mitigation for the Plan. Board members requested, and received, details on the registration process, deregistration process and betting limits. Management confirmed that learnings from the Plan would be reported back to the Board.

A further discussion ensued regarding the estimated size of the market for single event sports betting, potential revenues and the ability to attract a diverse customer base, as well as other potential benefits.

Dusty Kelly left the meeting.

Board members reviewed the proposed resolution for the Plan and requested some slight amendments, which were incorporated into the final version.

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

*WHEREAS the Board has reviewed the objectives of an updated Single Event Sports Betting Strategy (the "Sports Strategy");*

*AND WHEREAS staff has proposed a Proof of Concept Plan that will inform the final Sports Strategy;*

*NOW THEREFORE be it resolved that:*

- 1. The Proof of Concept Plan that will inform 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.*

## 3 OTHER BUSINESS

### 3.1 In camera Session

Discussion

The Board went *in camera* at 2:04 pm with the Interim CEO and Chief Social Purpose Officer, concluding at 2:47 pm.

## 4 NEXT MEETING

There being no further business, the meeting was terminated at 2:47 pm

The next meeting is scheduled for 2 March 2022.

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Committee Chair's  
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