



## Minutes of the Meeting of the Board of Directors held at 10:30 am (PT) 11 January 2024

Location: Via Microsoft Teams

Board Present:

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

Board Regrets:

Leah George-Wilson

Management Present:

Pat Davis	President & Chief Executive Officer
Alan Kerr	Chief Financial Officer & VP, Corporate Services
Dan Beebe	Chief Operating Officer
Marie-Noelle Savoie	Chief Compliance Officer & VP, Legal, Compliance, Security
Mark Goldberg	Chief Information Officer & VP, Business Technology
Sandy Austin	Chief People Officer
Cynki Taylor	Director, Financial Planning & Analysis
Richard Fenster	Director, Corporate Strategy
Christine Carter	Corporate Secretary & Director, Governance
Suzanne Rowley	Assistant Corporate Secretary

(\*attending in part)

Greg Moore took the Chair at 10:33 am with Christine Carter acting as recording secretary. As proper notice of the meeting had been given and a quorum was present, the Chair declared the meeting to be regularly constituted and open for the transaction of business at 10:33 am.

### **LAND ACKNOWLEDGEMENT**

Management joined the meeting, and the Chair provided the Land Acknowledgement.

### **1 CONSENT AGENDA**

#### **1.1 Agenda**

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

#### **1.2 Draft Service Plan**

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

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

*WHEREAS the Board has reviewed the Service Plan for fiscal years 2024/25-2026/27 (the "Service Plan");*

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

*NOW THEREFORE be it resolved that:*

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

## **2. CORPORATE APPROVALS**

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

Alan Kerr provided opening comments on the Q3 Revised Forecast & Projections. Cynki Taylor provided the presentation. A discussion ensued regarding the impact of illegal operators on BCLC revenues and market share. A further discussion ensued regarding BCLC's margin rates compared to other jurisdictions.

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

*WHEREAS the Board has reviewed the Corporation's forecast for fiscal year 2023/24 and projections for fiscal years 2024/25 – 2027/28 (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.*

### **2.2. Draft FY25 Business Plan**

Pat Davis provided opening comments on the Draft FY25 Business Plan.

Coro Strandberg joined the meeting. Richard Fenster provided the presentation, noting the FY25 Corporate Strategy targets. With respect to the "Winning Experiences" target, the Board requested that management bring forward both the number of new players and the percentage of B.C. adults playing BCLC games.

A discussion ensued regarding the effect of tourism on BCLC's business. Board members requested that management provide an education session at a future meeting on the tourism aspect of BCLC's business, as well as methods of responsibly growing that business.

A further discussion ensued regarding Board oversight of the key focus areas in the draft FY25 Business Plan. Board members requested that a list of all of the strategic initiatives in the Business Plan, as well as the respective Committees that will provide oversight, be provided at a future meeting.

A discussion ensued regarding key metrics to facilitate effective Board oversight of the FY25 Business Plan. Board members requested that the CEO reach out to other CEOs of comparable organizations to see if they were willing to share the business plan metrics that they provide to their Boards.

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

*WHEREAS the Board has reviewed the Corporation's business plan, operating and capital budgets for fiscal year 2024/2025 (the "FY25 Business Plan") and discussed the foregoing with management;*

*AND WHEREAS the Audit Committee has reviewed the financial information in the FY25 Business Plan and recommended it to the Board for approval;*

NOW THEREFORE be it resolved that:

1. The FY25 Business Plan is hereby approved; and
2. Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.

Board members requested that the FY24 Business Plan be replaced by the FY25 Business Plan on the board portal (Aprio) for future reference.

### 3. OTHER BUSINESS

#### 3.1. *In camera* Session

##### 3.1.1. Board

The Board went *in camera* at 11:30 am, concluding at 12:00 pm.

### 4. NEXT MEETING

There being no further business, the meeting was adjourned at 12:00 pm.

The next meeting is scheduled for 31 January 2024 in Vancouver.

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Chair s 22





**Minutes of the Meeting of the Board of Directors  
held at 9:00 am (PT) 31 January 2024**

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

Board Present:

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

Board Regrets:

Hilary Cassady  
Dusty Kelly

Management Present:

Pat Davis President and Chief Executive Officer  
Dan Beebe Chief Operating Officer  
Alan Kerr Chief Financial Officer & VP, Corporate Services  
Marie-Noelle Savoie Chief Compliance Officer & VP, Legal, Compliance, Security  
Mark Goldberg Chief Information Officer & VP, Business Technology  
Sandy Austin Chief People Officer  
Natasha Questel Chief Social Purpose Officer & VP, Marketing  
Kevin deBruyckere\* Director, AML & Investigations (Item 3.1)  
Mark Lane\* Director, Cyber Security (Item 3.2 & 8.1)  
Ryan McCarthy\* Director, Player Health (Item 4.2)  
Lisa Fuller\* Director, People Development & Operations (Item 4.3)  
Shirley Beveridge\* Director, Data Enablement & Automation (Item 6.3)  
Karen Pinette\* Director, Corporate Facilities (Item 8.3)  
Rob Annett\* Director, People Rewards & Recruitment (Item 4.5)  
Farouk Zaba\* Director, Corporate Finance (Item 4.5)  
Laura Piva-Babcock\* Director, Communications (Item 4.5)  
Rob Connolly\* General Counsel (Item 9.1.3.1)  
Leon Bresler\* Associate General Counsel (Item 4.3 & 4.5)  
Jeremy Hopwood\* Senior Manager, Enterprise Insights (Item 6.3)  
Shane Vincenzi\* Senior Manager, Indigenous Relations & Reconciliation (Item. 8.2 & 8.3)  
Rao Wandawasi Director, Audit Services  
Jennifer Barbosa Director, Enterprise Risk Management Services  
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 9:01 am with Christine Carter acting as recording secretary. As proper notice of the meeting had been given and a quorum was present, the Chair declared the meeting to be regularly constituted and open for the transaction of business at 9:01 am.

## **IN CAMERA SESSION**

The Board went *in camera* at 9:01 am, concluding at 9:03 am.

## **WELCOME TO INDIGENOUS TERRITORY**

Management, including Kevin deBruyckere, joined the meeting. Leah George-Wilson provided the welcome to Indigenous Territory.

## **1 AGENDA**

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

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

## **2. CONSENT AGENDA**

### **2.1. Minutes of 21 September, 24 October and 7 December 2023**

The minutes of the meetings on 21 September, 24 October and 7 December 2023 were presented to the Board. The Chair invited comments on the minutes, as well as the other items in the Consent Agenda. Board members had no comments.

On motion duly made and carried, the minutes of 21 September, 24 October and 7 December 2023 were approved, and the following resolutions were adopted:

### **2.2. BOD Manual - CEO Performance Evaluation Process**

*WHEREAS the Board of Directors (BOD) has reviewed the revised version of Tab 18 of the Board Manual – President & CEO Evaluation Process (CEO Evaluation Process);*

*AND WHEREAS the BOD has received a recommendation from the People Committee to approve the CEO Evaluation Process;*

*NOW THEREFORE be it resolved that:*

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

### **2.3. Lottery Transformation Amendment**

*WHEREAS the Board has reviewed Management's request to approve an increased expenditure of s 21 for the Lottery Terminal Replacement project;*

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

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

*NOW THEREFORE be it resolved that:*

- 1. The LTR Expenditure is hereby approved; and*



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

#### **2.4. Revised ERMS Charter**

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

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

*NOW THEREFORE be it resolved that:*

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

#### **2.5. Revised ERM Policy**

*WHEREAS the Board has reviewed Management's proposed Enterprise Risk Management Policy (the Policy);*

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

*NOW THEREFORE be it resolved that:*

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

#### **2.6. Fraud Prevention Policy**

*WHEREAS the Board has reviewed the Fraud Prevention Policy;*

*AND WHEREAS the Board has received a recommendation from the Strategy Committee to approve the Fraud Prevention Policy;*

*NOW THEREFORE be it resolved that:*

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

#### **2.7. Inventory Policy – Mgmt Assessment**

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

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

*NOW THEREFORE be it resolved that:*

1. *Management's Assessment is hereby approved; and*

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

## **2.8. Additional KPMG Services – Draw Controls Assessment**

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

NOW THEREFORE be it resolved that:

1. The engagement of KPMG LLP to provide an external independent assessment, with respect to assurance on draw process updates, for the period February 05, 2024, to December 31, 2024, inclusive, for a fee not to exceed \$ 21 is hereby approved; and
2. Any one officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolutions.

## **2.9. Pension Plan Governance Documents**

WHEREAS the Board has reviewed the British Columbia Lottery Corporation Pension Plan's amended governance documents;

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

NOW THEREFORE be it resolved that:

1. The Pension Plan's Statement of Investment Policies & Procedures, Governance Policy, Funding Policy, and Administration Manual are hereby approved; and
2. Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.

## **2.10. Officer Appointment**

WHEREAS Natasha Questel has accepted the position of Chief Social Purpose Officer and Vice-President, Marketing;

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

## **2.11. BCLC Annual Resolution**

RESOLVED that:

1. The following are appointed officers of the Corporation for fiscal year 2024-2025 or until their successors are appointed:

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

2. All changes to the officers' titles made by the Interim President and Chief Executive Officer or the President and Chief Executive Officer during fiscal year 2023-2024, if any, are hereby approved, ratified and confirmed.



3. *All acts, proceedings, and appointments made by the Audit Committee, the Governance Committee, the People Committee and the Strategy Committee during fiscal year 2023-2024 are hereby approved, ratified and confirmed.*

### **3. BOARD EDUCATION**

#### **3.1. Annual AML Training & Update**

Kevin deBruyckere provided the annual AML training and update. A discussion ensued regarding the requirement to disclose source of funds. A further discussion ensued regarding the use of pre-paid cards in casinos. Board members received confirmation of management's efforts to prevent money laundering.

A robust discussion ensued regarding the effectiveness of 100% known play to potentially reduce money laundering. A further discussion ensued regarding the Corporation's reporting to FINTRAC, as well as some of the substantial fines that had been levied against financial institutions recently by FINTRAC.

Kevin deBruyckere left the meeting.

#### **3.2. Cyber Security Education Session**

Mark Lane joined the meeting.

Pat Davis introduced the Cyber Security Education Session and highlighted the recent cyber security incidents in the gambling industry. Mark Lane provided the presentation, noting that it had been prepared with the assistance of the Canadian Centre for Cyber Security.

Rao Wandawasi advised that Audit Services was performing ongoing assessments of BCLC's cyber security controls. At the request of the Board, Christine Carter provided an overview of the Board's various methods of oversight of the cyber security controls at BCLC, as well as risk mitigation tools.

Board members requested that a Board-level Cyber Security Policy be drafted for review and, if appropriate, approval by the Board at a future meeting.

Mark Lane left the meeting.

### **4. CORPORATE APPROVALS**

#### **4.1. Q3 Financial Statements**

Alan Kerr took the Q3 Financial Statements as read, noting only the highlights. A discussion ensued regarding various factors that may be impacting the casino gaming revenues, including macroeconomic factors such as inflation and the increased cost of living.

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

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

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

*NOW THEREFORE be it resolved that:*

1. *The financial statements for the third quarter of fiscal year 2023/2024 are hereby approved; and*



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

#### **4.2. Player Health Strategy**

Ryan McCarthy joined the meeting.

Marie-Noelle Savoie introduced the Player Health Strategy and Ryan McCarthy provided the presentation. A discussion ensued regarding the wording of the objectives in the strategy. The Board confirmed that the organization should continue to strive to be a player health leader, both domestically and internationally.

The Governance Chair summarized the Committee's discussion of the Player Health Strategy and noted the recommendation to bring a second "positive play" metric into the dashboard. A discussion ensued regarding appropriate metrics to use for benchmarking, as well as outreach to vulnerable communities.

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

*WHEREAS the Board has reviewed the draft Player Health Strategy ("Player Health Strategy");*

*AND WHEREAS the Board has discussed the Player Health Strategy with Management;*

*NOW THEREFORE be it resolved that:*

1. *The Board hereby approves the Player Health Strategy; 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..*

Ryan McCarthy left the meeting.

#### **4.3. Safe Reporting Policy & Procedure**

Leon Bresler and Lisa Fuller joined the meeting.

Leon Bresler provided some background on the development of the Safe Reporting Policy and Procedure. He noted that the B.C. *Public Interest Disclosure Act* overlapped with BCLC's existing Whistleblower Policy and Procedure, such that a new Policy had been developed to harmonize the two.

A discussion ensued regarding the communications plan for the rollout of the new Safe Reporting Policy and Procedure. Board members noted the need to honour individual reporter's choice of venue to report incidents through (i.e., management, the Board or the Ombudsperson).

Board members requested that a comprehensive, high-level incidents report, with all personal, identifying information redacted, be provided to the Board "in camera" for oversight going forward.

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

*WHEREAS the Board has reviewed the draft Safe Reporting Policy and Procedure;*

*AND WHEREAS the Board has discussed the Safe Reporting Policy and Procedure with Management;*

*NOW THEREFORE be it resolved that:*

1. *The Board hereby approves the Safe Reporting Policy and Procedure; 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.*

Leon Bresler and Lisa Fuller left the meeting.

#### **4.4. External Advisory Council ToRs**

The Chair provided a brief overview of the External Advisory Council Terms of Reference, noting that they had been recommended for approval at the most recent Governance Committee meeting. Board members had no questions.

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

*WHEREAS the Board has reviewed the Young Professional Advisory Council Terms of Reference and the Social Purpose & ESG Expert Advisory Council Terms of Reference (External Advisory Council ToRs);*

*AND WHEREAS the Board has received recommendations from the Governance Committee to approve the External Advisory Council ToRs;*

*NOW THEREFORE be it resolved that:*

- 1. The Board hereby approves the External Advisory Council ToRs; 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.*

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#### **4.6. Power of Attorney**

The Chair took the Power of Attorney as read, and invited questions from the Board. The Board members had no questions.

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

*WHEREAS neither the Corporation's Bylaws nor the Corporation's Signing Authority Policy currently authorize BCLC employees to execute Powers of Attorney on behalf of the Corporation;*

*AND WHEREAS it would be prudent to authorize certain members of the Legal, Compliance, Security division to execute Powers of Attorney on behalf of the Corporation in order to protect the Corporation's design and trademark rights in foreign jurisdictions;*

*AND WHEREAS section 8.4. of the Corporation's Bylaws provide that the Board may "direct the manner in which, and delegate to any officers and other employees by whom, any particular instrument or class of instruments may or shall be negotiated, settled, executed and delivered";*

*NOW THEREFORE be it resolved that:*

- 1. Each of the Chief Compliance Officer & Vice President, Legal, Compliance, Security ("CCO"); General Counsel; and Associate General Counsel is hereby authorized to execute all documents and instruments, including Powers of Attorney or other documents conferring similar authority to other third parties to take actions on behalf of BCLC, in respect of the preparation, filing, prosecution, maintenance, examination, re-examination, re-issue and all other forms of legal proceedings, including proceedings before foreign intellectual property offices, relating to applications for and registrations of BCLC's intellectual property rights, including without limitation design and trademark rights; and*



2. *The CCO 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.*

## **5. REPORT BY CHAIR**

The Chair provided his report, noting some recent service provider engagement that he had done in collaboration with the CEO. He also noted that a Notice of Position for new Board members had recently been posted, so he encouraged Board members to reach out to their contacts for expressions of interest.

## **6. REPORTS BY MANAGEMENT**

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

Pat Davis provided a recap of business highlights for the 2023 calendar year, including the launch of a new PlayNow registration process and a new corporate Inclusive Holiday Policy. A discussion ensued regarding the status of the Corporation's policy on the use of AI, as well as the development of an AI innovation hub.

Board members requested an update on the timing for approval of the draft AI Policy at the next meeting. Board members also requested a briefing note on the development of a potential AI innovation hub.

### **6.2. Management Reports**

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

Alan Kerr took the Finance & Corporate Services report as read, noting the substantial progress on the FCS Evolution project. The Audit Chair commended the team on their progress on the project, as well.

#### **6.2.2. Operations**

Dan Beebe took the Operations report as read, noting that the CEO had already mentioned many of the highlights from his report. A discussion ensued regarding the increased PlayNow registration success rate and how that might translate into increased revenue for the Corporation.

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

Mark Goldberg took the Business Technology report as read, noting the opportunity to improve reporting across the organization through enhanced data analytics. Board members had no questions.

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

Sandy Austin took the People & Culture report as read, noting that her team was working on a change leadership framework with an external consultant to help drive the new corporate strategy. A discussion ensued regarding the corporation's Occupational Health & Safety reporting, as well as voluntary turnover.

Board members requested a five-year view on voluntary turnover in the People & Culture management report going forward.

#### **6.2.5. Social Purpose & External Relations**

Alan Kerr provided the Social Purpose & External Relations report, noting that the portfolio would shortly be turned over to Natasha Questel. Natasha Questel thanked Alan Kerr for all of his hard work as Interim Chief Social Purpose Officer. The Governance Chair presented Alan Kerr with a token of appreciation.

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

Marie-Noelle Savoie took the Legal, Compliance, Security report as read, noting that the Player Health team would be joining the LCS division shortly. A discussion ensued regarding a recent, brief casino shutdown, as well as the upcoming changes to the B.C. *Gaming Control Act* regulations.

The Board noted the inclusion of a status report on LCS divisional objectives, derived from the FY24 business plan, in the LCS management report. Board members requested that management assess the feasibility of including similar status reports in all management reports going forward.

### **6.3. Q3 Dashboard**

Shirley Beveridge and Jeremy Hopwood joined the meeting. Shirley Beveridge presented the Dashboard.

A discussion ensued regarding the PGSi metric. Marie-Noelle Savoie noted that the Board would receive an education session on the metric at a future meeting. Board members requested that the session include a historical perspective, as well as ways that the Player Health Strategy could improve the PGSi metric.

Shirley Beveridge and Jeremy Hopwood left the meeting.

## **7. COMMITTEE REPORTS**

### **7.1 Audit**

Lisa Ethans provided the Audit Committee report, noting that most of the items that the Audit Committee had discussed or approved were on the Board Agenda. The Audit Committee also received a KPMG presentation on the annual audit plan, as well as an update on the community sponsorships process.

### **7.2 Governance**

Coro Strandberg provided the Governance Committee report, noting that an education session had been provided by Susan Todd on Reporting Best Practices. She requested that the Board receive an education session on climate change, in conjunction with the approval of the upcoming related strategy.

### **7.3 People**

Mario Lee provided the People Committee report, noting that the items that the Committee had approved were also coming forward to the Board for approval. He also noted that the Committee performed its annual review of the People & Culture Strategy, and was notified of an upcoming employee survey.

*Note- see Information Reports in Board materials for Strategy Committee Report.*

## **8. CORPORATE OPERATIONS**

### **8.1. Cybersecurity – Fraud Prevention Program**

Mark Lane joined the meeting and provided the presentation. He also presented the recommended Personal Information Removal Systems for Board members, which they could access at their own cost. He encouraged Board members to contact him for free enrolment in BCLC's s 15(1)(l) notification program.

A discussion ensued regarding the risk mitigation benefits of Board member enrolment in the s 15(1)(l) notification program. Board members requested that a mandatory requirement for Board members to register for the free enrolment be incorporated into the Director Orientation Plan and Board Manual.

Mark Lane left the meeting.

### **8.2. Indigenous Reconciliation Plan Approach**

Shane Vincenzi joined the meeting and provided the presentation. Board members had no questions.

### **8.3. Proposed Childcare Initiative**

Karen Pinette and s 22 joined the meeting.



The Chair noted that s 22 was a consultant, who would be assisting with the presentation.

Alan Kerr introduced the proposed childcare initiative and Karen Pinette provided the presentation. A discussion ensued regarding the potential regulatory risk. City zoning was discussed, as well as possible safety, parking and security concerns. A further discussion ensued regarding the demand for childcare.

s 22 left the meeting.

A robust discussion ensued regarding the financial and reputational risks arising from the proposed childcare initiative, as well as possible risk mitigation strategies. Board members requested and received further information regarding the status of communications with government.

A further discussion ensued regarding the proposed operating model for the childcare initiative, as well as whether the model could be adjusted to reduce the risk. Board members requested that management prepare a fulsome risk assessment, including risk mitigation strategies, for discussion at a future meeting.

Karen Pinette and Shane Vincenzi left the meeting.

## **9. OTHER BUSINESS**

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

#### **CEO, CFO & Chief People Officer**

The Board went *in camera* with the CEO, CFO, Chief People Officer, Associate General Counsel, Director of Communications, Director of Corporate Finance and Director of People Rewards & Recruitment to discuss the following matter at 2:50 pm, concluding at 3:01 pm.

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

The Board went *in camera* with the CEO and Chief People Officer to discuss the following matters at 3:01 pm, concluding at 3:30 pm.

##### **9.1.1.1. Draft CEO Objectives for FY25**

Board members requested that the FY24 CEO Objectives be provided for reference, when the Draft FY25 CEO Objectives come back to the Board for approval. Board members also requested that the CEO's self-assessment be provided to the Board, prior to the Board providing input on the CEO's performance.

##### **9.1.1.2. CSPO Update**

**9.1.2. CEO & Director, Audit Services**

The Board went *in camera* with the CEO and Director of Audit Services to discuss the following matter at 3:30 pm, concluding at 3:41 pm.

**9.1.2.1. GPEB PlayNow RG Report- Mgmt Response**

**9.1.3. CEO, CCO & VP, Legal, Compliance, Security**

The Board went *in camera* with the CEO, CCO and General Counsel to discuss the following matter at 3:41 pm, concluding at 3:44 pm.

**9.1.3.1. Comprehensive Litigation Report**

**9.1.4. Corporate Secretary & Director of Governance**

The Board went *in camera* with the Corporate Secretary & Director of Governance to discuss the following matter at 3:44 pm, concluding at 3:47 pm.

**9.1.4.1. Whistleblower Report, if any**

**9.1.5. Board**

The Board went *in camera* to discuss the following matter at 3:47 pm, concluding at 4:12 pm.

**9.1.5.1. Any Other Business**

**10. NEXT MEETING**

There being no further business, the meeting was adjourned at 4:12 pm.

The next meeting is scheduled for 14 & 15 May 2024.

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Chair s 22