



**Minutes of the Meeting of the Board of Directors
held at 3:00 pm (PT) 24 July 2024 and 8:30 am (PT) 25 July 2024**

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

Board Present:

Greg Moore Chair
Christine Dacre
Lisa Ethans
Leah George-Wilson
Karen Horcher
Mario Lee
Gillain Malfair
Bobbi Sadler
Coro Strandberg

Board Regrets:

Meena Brisard
Nejeed Kassam

Management Present:

Pat Davis President & Chief Executive Officer
Dan Beebe Chief Operating Officer
Alan Kerr Chief Financial Officer & VP, Corporate Services
Marie-Noelle Savoie Chief Compliance Officer & VP, Legal, Compliance, Security
Mark Goldberg Chief Information Officer & VP, Business Technology
Natasha Questel Chief Social Purpose Officer & VP, Marketing
Sandy Austin Chief People Officer
Ryan McCarthy* Director, Player Health (Item 3.1)
Kevin deBruyckere* Director, AML & Investigations (Item 3.2)
Jerry Williamson* Director, Gaming Facilities & Development (Item 3.3 & 9.1.4.2)
Cynki Taylor* Director, Financial Planning & Analysis (Item 4.2)
Shirley Beveridge* Director, Data Enablement & Automation (Item 6.3)
Richard Fenster* Director, Corporate Strategy (Item 6.3)
Lara Gerrits* Director, Social Purpose & Stakeholder Engagement (Item 8.1 & 8.2)
Rao Wandawasi Director, Audit Services
Jennifer Barbosa Director, Enterprise Risk Management Services
Rob Connolly* General Counsel (Item 9.1.1.1)
Jeremy Hopwood* Senior Manager, Enterprise Insights (Item 6.3)
Jeremy Wong Roy* Specialist, Technical Training (Item 3.2)
Gene Wong Manager, Decision Support (Item 9.1.4.2)
Leana Scordo Manager, Gaming Facilities Development (Item 9.1.4.2)
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 3:55 pm on 24 July 2024 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 3:55 pm on 24 July 2024.

IN CAMERA SESSION

The Board went *in camera* at 3:55 pm, concluding at 4:06 pm.

LAND ACKNOWLEDGEMENT

1 AGENDA

1.1 Action Items List for Reference

The Chair noted item 3.3. is being moved to 25 July.

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

2 CONSENT AGENDA

The Chair invited comments on the Consent Agenda. Agenda Item: 2.8 was deferred. Items 2.10 and 2.12 were removed from the Consent Agenda as it was noted that discussion would be required.

2.1 Minutes of 14-15 May 2024

On motion duly made and carried, the minutes of 14-15 May 2024 were approved and the following resolutions were adopted:

2.2 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, 2025;

NOW THEREFORE be it resolved that:

1. *The Board appoint KPMG LLP as External Auditor for the fiscal year ending March 31, 2025 for a maximum fee of \$ 21 and*
2. *Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

2.3 Additional KPMG Services

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

NOW THEREFORE be it resolved that:

1. *The engagement of KPMG LLP to provide the following services is hereby approved:*
 - a. *tax advisory services for the period of September 1, 2024 to February 28, 2025, inclusive, for a fee not to exceed \$ 21*
 - b. *SOC 1 Type 2 services for the period from August 1, 2024 to March 31, 2025, inclusive for a fee not to exceed \$ 21 and*
2. *Any one officer or director is hereby authorized on behalf if the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolutions.*

2.4 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, 2024;

NOW THEREFORE be it resolved that:

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

2.5 Audit Services Charter

WHEREAS the Board has reviewed the Audit Services Charter;

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

NOW THEREFORE be it resolved that:

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

2.6 Respectful Workplace Policy & Procedure

WHEREAS the Board has reviewed Management's revised Respectful Workplace Policy and Procedure;

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

NOW THEREFORE be it resolved that:

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

2.7 Pension Plan Text Amendment

WHEREAS the Board has reviewed the proposed amendments to The British Columbia Lottery Corporation Pension Plan (the Plan);

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

NOW THEREFORE be it resolved that:

- 1. The proposed amendments to the Plan are hereby approved, as presented; 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 Mgmt Assessment- Data Governance Policy

This item was deferred.

2.9 Mgmt Assessment – Scent-Lite Environment Policy

WHEREAS the Board has reviewed Management's assessment of the Scent-Lite Environment 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.*

2.10 FY25 & FY26 Targets re: Progress on ESG Framework

A discussion ensued regarding the progress on the ESG Framework for FY25 and FY26. It was noted that the Board's role is focused on overseeing the process related to the percentage of actions achieved. More detailed metrics are currently in development and are expected to be presented in October.

WHEREAS the Board has reviewed the ESG FY25 and FY26 Targets;

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

NOW THEREFORE be it resolved that:

- 1. The ESG FY25 and FY26 Targets 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.*

2.11 Draft Municipal Govt. Stakeholder Engagement Plan

WHEREAS the Board has reviewed the Municipal Government Stakeholder Engagement Plan;

AND WHEREAS the Board has received a recommendation from the Governance Committee to approve the Municipal Government Stakeholder Engagement Plan;

NOW THEREFORE be it resolved that:

- 1. The Municipal Government Stakeholder Engagement 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.*

2.12 Draft Service Provider Stakeholder Engagement Plan

A brief discussion ensued regarding the pending election and potential impacts to BCLC's mandate.

WHEREAS the Board has reviewed the Service Provider Stakeholder Engagement Plan;

AND WHEREAS the Board has received a recommendation from the Governance Committee to approve the Service Provider Stakeholder Engagement Plan;

NOW THEREFORE be it resolved that:

- 1. The Service Provider Stakeholder Engagement 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.*

2.13 ERMS Annual Strategy & Workplan

WHEREAS the Board has reviewed Management's proposed Enterprise Risk Management Services Strategy and Work Plan;

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

NOW THEREFORE be it resolved that:

- 1. The Enterprise Risk Management Services Strategy and Work 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.*

2.14 Appoint Board's Pension Committee Observer

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 Lisa Ethans to act as the Pension Committee Observer;

NOW THEREFORE be it resolved that:

- 1. Lisa Ethans be and hereby is 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.*

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3 BOARD EDUCATION

3.1 Player Health – PGSI & PPS metrics

Ryan McCarthy joined the meeting to deliver a presentation on key metrics used in assessing higher risk play behaviors. The Board discussed the use of the Problem Gambling Severity Index (PGSI) as a critical metric, which is also included in BCLC's Service Plan and serves as a Key Performance Indicator (KPI) in the overarching Player Health Strategy. The Positive Play Scale (PPS) was also reviewed as an additional KPI within the Player Health Strategy. Following the discussion, Ryan McCarthy left the meeting.

3.2 New Compliance Software: Everi

Kevin deBruyckere and Jeremy Wong Roy joined the meeting to provide a live demonstration of the new Everi compliance software being implemented across the province. They explained how the software operates, the risks it will mitigate, and the enhanced experience it will provide for BCLC's players, casino employees, the Anti-Money Laundering (AML) team, as well as its improved reporting capabilities to FinTRAC, BCLC's AML regulator. It was noted that the software deployment is expected to be completed by the end of March 2025. The team responded to questions from the Board. Kevin deBruyckere and Jeremy Wong Roy left the meeting.

The meeting adjourned at 5:05 pm.

The meeting was called to order at 8:28 am on Thursday 25 July 2024.

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4 CORPORATE APPROVALS

4.1 Q1 Financial Statements

The Financial Statements were taken as read. Alan Kerr reviewed the key financial highlights and responded to questions.

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

WHEREAS the Board has reviewed the financial statements for the first quarter of the fiscal year 2024/2025;

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 2024/2025 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 Q1 Revised Forecast & Projections (TBS)

Cynki Taylor joined the meeting to present the revised forecast and projections for fiscal years 2024/2025 – 2028/29 (the "Q1 Revised Forecast & Projections"). She noted that there were no recommended changes from the previous forecast. The Board members had no questions. Cynki Taylor left the meeting.

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

WHEREAS the Board has reviewed the Corporation's revised forecast & projections for fiscal years 2024/2025 – 2028/29 (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.*

4.3 Board Cyber Security Policy

This item was deferred to October.

4.4 Proposed 2025 Meeting Schedule

A discussion ensued noting the draft schedule had been prepared to align with government reporting deadlines and avoid conflicts with major gaming conventions requiring management attendance. There were no noted conflicts by the Board.

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

WHEREAS the Board has reviewed the proposed 2025 Meeting Schedule;

AND WHEREAS the Board has received a recommendation from the Governance Committee to approve the proposed 2025 Meeting Schedule;

NOW THEREFORE be it resolved that:

- 1. The 2025 Meeting Schedule is hereby approved; and*

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

5 REPORT BY CHAIR

The Chair delivered his report and requested that the Board maintain oversight, rather than approval, of projects like Future Anthem. A discussion followed on the importance of alignment between the Board and Management moving forward. It was also noted that the Board would like to receive regular updates on significant AI developments.

6 REPORTS BY MANAGEMENT

6.1 Report by President & CEO

Pat Davis provided a recap of business highlights for the last quarter and noted Management will focus on tailoring future materials to ensure they provide the appropriate level of detail and oversight for the Board.

6.2 Management Reports

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6.2.2 Operations

The report was taken as read. A discussion followed regarding verified play, with Dan Beebe noting that an update and roadmap will be presented to the Board at the appropriate time.

6.2.3 Business Technology

Mark Goldberg provided a brief overview of the Business Technology highlights for the quarter and responded to questions from the Board.

6.2.4 People & Culture

The report was taken as read. A discussion ensued regarding the evolution of succession planning noting the team will report back in October. Sandy Austin responded to questions from the Board.

6.2.5 Social Purpose & Marketing

Natasha Questel took the report as read and responded to questions from the Board.

6.2.6 Safer Play & Enterprise Integrity

The report was taken as read. Marie-Noelle Savoie noted that the General Counsel and Associate General Counsel roles have been filled and responded to questions from the Board.

6.3 Q1 Dashboard

Shirley Beveridge, Richard Fenster and Jeremy Hopwood joined the meeting and reviewed the Q1 Dashboard. A discussion ensued noting that some metrics are still in development. The Board provided feedback on the new template and expressed a desire to continue including updates against the business plan in the Management Reports, even though this may be duplicative. The importance of consistency was highlighted, along with a request to include a progress indicator where appropriate. Shirley Beveridge, Richard Fenster and Jeremy Hopwood left the meeting.

7 COMMITTEE REPORTS

7.1 Audit

Lisa Ethans provided the report, noting most of the items the Audit Committee reviewed or approved were also on the Board Agenda. It was noted that the Audit Committee received a presentation from Deloitte on

the Macroeconomic Environment's Impact on Revenue Forecast and that progress of the FCS Evolution initiative has resulted in efficiencies for the team.

7.2 Governance

Coro Strandberg provided the report, noting that an educational presentation had been provided regarding the Future of Business in Society along with an update on Player Health Strategy.

7.3 People

Mario Lee provided the report, noting the Committee had received a presentation on Mitigating Impact of Climate Change on Employees.

8 CORPORATE OPERATIONS

8.1 Annual Impact Report (former Combined Report)- TOC

Lara Gerrits joined the meeting and provide an update on the development of the Annual Impact Report and requested feedback on the table of contents. A discussion ensued regarding the use of the new software Workiva and highlighted the new content (as compared to last year). Lara Gerrits responded to questions and remained in the meeting for item 8.2.

8.2 Social Purpose Focus Areas Update

Lara Gerrits provided an update on the Social Purpose Focus Areas covering the preliminary themes, focus framework decision criteria, the recommended focus area theme, as well as development, brand integration, and the timeline. A discussion followed, and Lara Gerrits responded to questions from the Board. Lara Gerrits left the meeting.

9 OTHER BUSINESS

9.1 *In camera* Board Sessions:

9.1.1 CEO, CCO & VP, Safer Play & Enterprise Integrity & General Counsel

9.1.1.1. Comprehensive Litigation Report

The Board went *in camera* with the CEO, CCO & VP, Safer Play & Enterprise Integrity and General Counsel to discuss the above matter at 11:46 am, concluding at 11:51 am.

9.1.2 CEO & Director of Audit Services

9.1.2.1. Review of Controls re: SP Players Data

The Board went *in camera* with the CEO & Director of Audit Services to discuss the above matter at 11:51 am, concluding at 12:10 pm.

9.1.3 CEO & Corporate Secretary & Director of Governance

9.1.3.1. 2023 Board Self-Assessment – Board Report Feedback

The Board went *in camera* with the CEO and Corporate Secretary & Director of Governance to discuss the above matter at 12:10 pm, concluding at 12:15 pm.

9.1.3.2. Board Evaluation Process

The Board went *in camera* with the CEO and Corporate Secretary & Director of Governance to discuss the above matters at 12:15 pm, concluding at 12:18 pm.

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

WHEREAS the Board has reviewed the proposed Board Evaluation process for 2024;

AND WHEREAS the Board has received a recommendation from the Governance Committee to approve the Board Evaluation process for 2024, as amended to bring forward an internal Board self-assessment survey for review in January 2025 (to be circulated following the meeting, with results to be presented in May 2025);

NOW THEREFORE be it resolved that:

1. The Board hereby approves the Board Evaluation process for 2024, 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.

9.1.4 CEO, COO & CFO

9.1.4.1. SP Temporary Relief Risk Assessment

The Board went *in camera* with the CEO, COO, CFO & Director of Enterprise Risk Management Services to discuss the above matter at 12:18 pm, concluding at 12:40 pm. The Director of Enterprise Risk Management Services remained in the meeting for item 9.1.4.2.

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9.1.5 CEO & Board

The Board went *in camera* with the CEO & Board at 12:55 pm, concluding at 1:12 pm.

9.1.6 Board

9.1.6.1. Safe Reporting Report, if any

9.1.6.2. Any Other Business

The Board went *in camera* alone to discuss the above matters at 1:13 pm, concluding at 1:35 pm.

10 NEXT MEETING

There being no further business, the meeting was adjourned at 1:35 pm on Thursday 25 July 2024.

The next meeting is scheduled for 31 October 2024.

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Chair

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**Minutes of the Meeting of the Board of Directors
held at 10:00 am (PT) 19 September 2024**

Location: Via MS Teams

Board Present:

Greg Moore Chair
Lisa Ethans
Gil Malfair
Coro Strandberg
Meena Brisard
Christine Dacre
Karen Horcher
Bobbi Sadler
Mario Lee

Board Not Present:

Leah George-Wilson
Nejeed Kassam

Management Present:

Pat Davis President & Chief Executive Officer
Alan Kerr Chief Financial Officer & Vice President, Corporate Services
Sandy Austin Chief People Officer
Farouk Zaba Director, Corporate Finance
Michelle Webb Senior Manager, Corporate Finance
Suzanne Rowley Assistant Corporate Secretary

Greg Moore took the Chair at 10:00 am with Suzanne Rowley 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 10:00 am.

IN CAMERA SESSION

The Board went *in camera* at 10:01 am, concluding at 10:05 am.

LAND ACKNOWLEDGEMENT

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

1 AGENDA

1.1 Action Items List for Reference

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

2 CORPORATE APPROVALS

2.1 Financial Information Act Report

Alan Kerr introduced the Financial Information Act Report and Farouk Zaba provided the highlights of the report, noting it is an annual regulatory requirement that will be submitted to Government on 27 September 2024 and posted on BCLC's website. Michelle Webb noted that the implementation of new technology as part of Finance Evolution enabled improved efficiencies and controls for the compilation of the report this

year. Management responded to questions and a short discussion ensued regarding the various schedules and the supplementary Board information.

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

WHEREAS the Board has reviewed the Statement of Financial Information (the "SOFI") for the fiscal year ended March 31st, 2024:

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

NOW THEREFORE be it resolved that:

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

3 OTHER BUSINESS

3.1 *In camera* Sessions

The Board went *in camera* at 10:18 am, concluding at 10:47 am.

4 NEXT MEETING

There being no further business, the meeting was terminated at 10:47 am.

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

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Chair s 22