



## Minutes of the Meeting of the Board of Directors held at 8:30 am (PT) 15 May 2025

Location: Madeleine Room – Delta Hotel by Marriott, 6005 Hwy 17A, Delta, BC

Board Present:

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

Management Present:

Pat Davis	President & Chief Executive Officer
Dan Beebe	Chief Operating Officer
Alan Kerr	Chief Financial Officer & VP, Corporate Services
Sandy Austin	Chief People Officer
Marie-Noelle Savoie	Chief Compliance Officer & VP, Safer Play & Enterprise Integrity
Natasha Questel	Chief Social Purpose Officer & VP, Marketing
Mark Goldberg	Chief Information Officer & VP, Business Technology
Rao Wandawasi	Director, Audit Services
Rob Connolly	General Counsel
Mel Granum	Director, Board Governance/Corporate Secretary
Suzanne Rowley	Assistant Corporate Secretary
Cynki Taylor	Director, Financial Planning & Analysis (item 3.2)
Laura Piva-Babcock*	Director, Communications & Government Relations (Item 3.3.)
Jill Brock*	Director, Loyalty & Incentives (item 3.4.)
Lara Gerrits*	Director, Social Purpose, Partnerships & Engagement (item 3.5.)

Observers & Guests:  
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(\*attending in part)

Greg Moore took the Chair at 8:33 am with Melissa Granum acting as recording secretary. As proper notice of the meeting had been given and a quorum was present, the Chair declared the meeting to be regularly constituted and open for the transaction of business at 8:33 am.

### **IN CAMERA SESSION**

The Board went *in camera* at 8:33 am, concluding at 8:57 am.

### **LAND ACKNOWLEDGEMENT**

Leah George-Wilson provided the land acknowledgement.

## **1 AGENDA**

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

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

## **2 CONSENT AGENDA**

The Chair invited comments on the Consent Agenda; there were none.

### **2.1 Minutes of 6 February & 27 March 2025**

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

#### **2.2 FY26 Business Plan – Metrics**

*WHEREAS the Board has reviewed the FY26 Business Plan – Metrics (“FY26 Metrics”);*

*AND WHEREAS the Board has received a recommendation from the Strategy Committee to approve the FY26 Metrics;*

*NOW THEREFORE be it resolved that:*

- 1. The FY26 Business Plan - Metrics is hereby approved; and*
- 2. Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

#### **2.3 BCLC Visual Design**

*WHEREAS the Board has reviewed the BCLC Brand Visual Design Update;*

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

*NOW THEREFORE be it resolved that:*

- 1. The BCLC Brand Visual Design 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 FY26 Annual Audit Plan**

*WHEREAS the Board has reviewed the Annual Audit Plan produced by Audit Services for the fiscal year ending March 31, 2026 (the “AAP”);*

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

*NOW THEREFORE be it resolved that:*

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

#### **2.5 Contracts >\$20M:**

##### **2.5.1 Compugen Desktop Extension**

*WHEREAS the BCLC Signing Authority Policy requires Board approval of any contract representing a financial commitment greater than \$20M over the entire duration of the contract, including all options beyond the initial contract term;*

*AND WHEREAS the Board has reviewed Management’s proposal to enter into a 1-year extension of the Desktop IT Equipment & Services agreement among the Corporation, B.C. Lottotech International Inc. and Compugen Inc., which represents an overall potential expenditure of up to \$71.08M;*

*AND WHEREAS the Board has received a recommendation from the Audit Committee to authorize the Corporation to enter into the Agreement;*

*NOW THEREFORE be it resolved that:*

1. *The Directors of the Corporation hereby delegate to the CEO, the power, authority, and discretion vested in or exercisable by the Directors of the Corporation to negotiate, consider, and approve the extension and final form and the terms and conditions of the Agreement.*
2. *The CEO is hereby authorized, for and in the name of and on behalf of the Corporation, to execute and deliver the Agreement, such Agreement to include such terms and conditions as the CEO may determine to be necessary, appropriate or desirable, the execution of the Agreement by the CEO being conclusive evidence of such determination.*
3. *The Corporation be and is hereby authorized to enter into, and to perform its obligations under, the Agreement.*
4. *The 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.*

### **2.5.2 Evolution Malta**

*WHEREAS the BCLC Signing Authority Policy requires Board approval of any contract representing a financial commitment greater than \$20M over the entire duration of the contract, including all options beyond the initial contract term;*

*AND WHEREAS the Board has reviewed Management's proposal to enter into a 6-month extension of the Live Dealer Online Gaming Services Agreement (assigned from IGT) among the Corporation, B.C. Lottotech International Inc. and Evolution Malta Limited., which represents an overall potential expenditure of up to \$84.1M;*

*AND WHEREAS the Board has received a recommendation from the Audit Committee to authorize the Corporation to enter into the Agreement;*

*NOW THEREFORE be it resolved that:*

1. *The Directors of the Corporation hereby delegate to the CEO, the power, authority, and discretion vested in or exercisable by the Directors of the Corporation to negotiate, consider, and approve the final form and the terms and conditions of the Agreement.*
2. *The CEO is hereby authorized, for and in the name of and on behalf of the Corporation, to execute and deliver the Agreement, such Agreement to include such terms and conditions as the CEO may determine to be necessary, appropriate or desirable, the execution of the Agreement by the CEO being conclusive evidence of such determination.*
3. *The Corporation be and is hereby authorized to enter into, and to perform its obligations under, the Agreement.*
4. *The 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.*

### **2.6 Climate Change Strategy**

*WHEREAS the Committee has reviewed the Climate Change Strategy;*

*AND WHEREAS the Committee has discussed the Climate Change Strategy with Management;*

*NOW THEREFORE be it resolved that:*

1. *The Committee recommend to the Board that the Board approve the Climate Change Strategy; and*
2. *The Chair of the Committee is hereby authorized and directed to report these recommendations to the Board.*

## **2.7 Federal Report: Forced & Child Labour Reporting (Fighting Modern Slavery)**

*WHEREAS the Board has reviewed the FY2025 Fighting Against Forced Labour and Child Labour Report;*  
*AND WHEREAS the Board has received a recommendation from the Governance Committee to approve the FY2025 Fighting Against Forced Labour and Child Labour Report;*

*NOW THEREFORE be it resolved that:*

- 1. The FY2025 Fighting Against Forced Labour and Child Labour Report 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 Mgmt Assessment: Draft – Indigenous Procurement Policy**

*WHEREAS the Board has reviewed management's assessment of the Indigenous Procurement Policy;*  
*AND WHEREAS the Board has received a recommendation from the Governance Committee to approve the foregoing;*

*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.*

*WHEREAS the Board has reviewed the Indigenous Procurement Policy;*

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

*NOW THEREFORE be it resolved that:*

- 1. The Indigenous Procurement 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.*

## **2.9 Revised Terms of Reference (TOR)**

### **2.9.1 Audit Committee**

### **2.9.2 President & CEO**

*WHEREAS the Board reviewed the revised Board Manual at the February 6, 2025 meeting and provided feedback on the Audit Terms of Reference and the President and CEO Terms of Reference;*

*AND WHEREAS further updates to the Audit Terms of Reference and the President and CEO Terms of Reference have been made to address the Board feedback from February 6, 2025;*

*NOW THEREFORE be it resolved that:*

- 1. The Board hereby approves the revised Board Manual, being the version reviewed by the Board at the February 6, 2025 meeting together with the further updates to the Audit Terms of Reference and the President and CEO Terms of Reference; 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.*

### **2.9.3 Corporate Secretary**

*WHEREAS the Board has reviewed the revised Corporate Secretary Terms of Reference within the Board Manual;*

*AND WHEREAS the Board has received a recommendation from the Governance Committee to approve the revised Corporate Secretary Terms of Reference;*

*NOW THEREFORE be it resolved that:*

- 1. The Board hereby approves the revised Corporate Secretary Terms of Reference; 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.*

## **3 CORPORATE APPROVALS**

### **3.1 Appointment of Corporate Secretary**

The CEO thanked Suzanne Rowley and Rob Connelly for their work during the vacancy of the Corporate Secretary role.

*WHEREAS Melissa Granum has been hired as Corporate Secretary such that Robert Connolly has completed the temporary assignment as Interim Corporate Secretary;*

*NOW THEREFORE be it resolved that:*

- 1. The appointment of Melissa Granum as Corporate Secretary s 22 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.*

### **3.2 Preliminary 2025/26 – 2028/29 Forecast & Projections (May TBS)**

Staff reviewed the report with the Board.

*WHEREAS the Board has reviewed the Corporation's preliminary projections for fiscal years 2025/2026 – 2028/29 (the "Preliminary 2025/26-2028/29 Forecast & Projections");*

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

*NOW THEREFORE be it resolved that:*

- 1. The Preliminary 2025/26-2028/29 Forecast & Projections are hereby approved; and*
- 2. Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

### **3.3 Draft Annual Service Plan Report**

Staff updated the Board on some changes to the draft Service Plan Report.

Questions were asked and answered.

*WHEREAS the Board has reviewed the Annual Report for fiscal year 2024/25 (the "Annual Report");*

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

*NOW THEREFORE be it resolved that:*

- 1. The Annual Report, together with such changes as may be approved by the Chair of the Board, is hereby approved; and*

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

### **3.4 Rewards & Incentives Strategy**

The Board received the updated report following the Strategy Committee meeting.

The Board requested updates throughout the course of the strategy.

*WHEREAS the Board has reviewed Management's proposal to approve \$70M in funding for a business case to support the multi-year vision of the Rewards and Incentives (R&I) Program.*

*AND WHEREAS the Board has received a recommendation from the Strategy Committee to authorize the Corporation to fund the proposed business case for the R&I Program.*

*NOW THEREFORE be it resolved that:*

1. *The Directors of the Corporation hereby approve of funding for \$70M to support the multi-year vision of the Rewards and Incentives Program.*
2. *Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*

### **3.5 Social Purpose Focus Area Programs**

Staff reviewed the updated report following the Strategy Committee meeting.

*WHEREAS the Board has reviewed the Social Purpose Focus Area Programs with the working titles of 10 Together and the Human Connection Think Tank;*

*NOW THEREFORE be it resolved that:*

1. *The Social Purpose Focus Area Programs 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 REPORT BY CHAIR**

The Chair delivered his verbal report and acknowledged how busy the organization has been over the last quarter. The Chair updated the Board on the status of the current Board appointment process. The Chair expressed thanks for staff's Strategy Session held May 14, 2025.

## **5 REPORTS BY MANAGEMENT**

### **5.1 Report by President & CEO**

Pat Davis provided a year in review due to the conclusion of the last fiscal year.

A slide deck presented is on file for the record.

### **5.2 Management Reports**

#### **5.2.1 Finance & Corporate Services**

The report was taken as read.

#### **5.2.2 Operations**

The report was taken as read.

#### **5.2.3 Business Technology**

The report was taken as read.

#### **5.2.4 People & Culture**

The report was taken as read.

#### **5.2.5 Social Purpose & Marketing**

The report was taken as read.

#### **5.2.6 Safer Play & Enterprise Integrity**

The report was taken as read.

### **5.3 Q4 Corporate KPI Scorecard (prev. Dashboard)**

Staff reviewed the scorecard with report. Based on Board comments related to the formatting and content staff will make amendments for future reporting.

Questions were asked and answered.

## **6 COMMITTEE REPORTS**

### **6.1 Audit**

Lisa Ethans provided a verbal report to update the Board on the work of the committee.

### **6.2 Governance**

Coro Strandberg provided a verbal report to the Board on the work of the committee.

### **6.3 People**

Bobbi Sadler provided a verbal report on the Board on the work of the committee.

## **7 OTHER BUSINESS**

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

#### **7.1.1 Executive / F. Zaba / S. Turtle / K. deBruyckere**

The Board went *in camera* with the above participants to discuss the following matters at 10:48 am, concluding at 10:59 am:

##### **7.1.1.1. FY26 Cost Savings Initiatives**

The Chair gave an overview of the process to achieving the results in the Report. The Audit chair reviewed the process the Audit Committee undertook to assess the report prior to recommending to Board for approval.

*WHEREAS at its meeting on February 6, 2025, the Board directed Management to perform a comprehensive review of operating and capital expenses and to present a plan for achieving a sustainable 5% cost reduction, including potential options, for consideration at the May 2025 meeting;*

*AND WHEREAS Management identified cost savings of approximately \$9.8 million, representing a 2.4% reduction in FY26;*

*AND WHEREAS prior to recommendation to the Board, the Audit Committee had a fulsome discussion regarding the cost savings initiatives,*

*AND WHEREAS the Board has now received the proposed cost saving options from Management and a recommendation from the Audit Committee;*

**NOW THEREFORE BE IT RESOLVED THAT:**

- 1. The cost saving options recommended by Management are hereby approved; and*
- 2. Any officer or director of the Corporation is hereby authorized, on behalf of the Corporation, to execute and deliver all such documents and instruments and to do all such acts and things as in their opinion may be necessary or desirable to give full effect to the foregoing resolution.*

## **7.1.2 Executive / K. Jensen / Charlene Nielson / Darren Jang**

### **7.1.2.1. BCLC Response: Gov't Directive re Tariffs/US Spending**

The Board went *in camera* with the above noted participants at 11:00 am, concluding at 11:21 am.

## **7.1.3 CEO / CCO / General Counsel / L. Piva-Babcock / K. deBruyckere**

### **7.1.3.1. FINTRAC Compliance Matter Update**

The Board went *in camera* with the above noted participants at 11:22 am, concluding at 11:50 am.

## **7.1.4 CEO / CPO**

The Board went *in camera* with the CEO and CPO to discuss the following matters at 11:54 am, concluding at 12:50.

### **7.1.4.1. Draft - CEO Goals & Objectives (F25/26)**

*WHEREAS the Board has reviewed the proposed goals and objectives for the President and Chief Executive Officer for the fiscal year ending March 31, 2026 (the "CEO Objectives");*

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

*NOW THEREFORE be it resolved that:*

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

### **7.1.4.2. CEO Succession Plan**

The CPO left the meeting for this discussion.

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

### **7.1.4.3. CEO Year-end Evaluation (F24/25)**

The Board went *in camera* with the CEO only to discuss the above matter at 12:25 concluding at 12:40

### **7.1.4.4. CEO Development Plan (F25/26)**

*WHEREAS the Board has reviewed the CEO Development 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 Board Chair and People Committee meet with the CEO and finalize the CEO Development Plan; and*
- 2. The Board Chair be authorized to sign off on the plan; and*
- 3. Any officer or director is hereby authorized on behalf of the Corporation to execute and deliver all such documents and instruments, and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the foregoing resolution.*



**7.1.4.5. Executive Mgmt Compensation (incl. PSEC Disclosure)**

**7.1.5 CPO**

**7.1.5.1. CEO Compensation**

The Board went *in camera* with the above noted participants at 1:15 pm, concluding at 1:19 pm.

**7.1.6 CEO / CCO / General Counsel**

**7.1.6.1. Litigation Report**

The Board went *in camera* with the above noted participants at 1:20 pm, concluding at 1:24 pm.

**8.1.6.1. US Tariffs: Impact on BCLC**

**7.1.7 CEO / Corporate Secretary / General Counsel**

**7.1.7.1. 2025 BOD Self-Assessment**

The Board went *in camera* with the above noted participants and Kathy McLaughlin 1:27 pm, concluding at 1:50 pm.

This item was moved to the end of the meeting.

[Christine Dacre left the meeting at 1:53pm]

**7.1.8 CEO**

No report.

**7.1.9 Board**

**7.1.9.1 Safe Reporting Report, if any**

No report.

**7.1.9.2. Any Other Business**

Nothing was discussed.

**8 NEXT MEETING**

There being no further business, the meeting was adjourned at 1:57 pm.

The next meeting is scheduled for Thursday 26 June 2025.

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Chair