



**Minutes of the Meeting of the Board of Directors
held at 3:00 pm (PT) 23 July 2025 and 8:30 am (PT) 24 July 2025**

Location: c7ístkteñ (Winter Home) Room – BCCLC, 74 West Seymour Street, Kamloops, BC V2C 1E2

Board Present:

Greg Moore Chair
Karen Horcher
Gillain Malfair
Bobbi Sadler
Christine Dacre
Meena Brisard
Kurt Pregler
Leah George Wilson (present for July 24, 2025)
Bob Starnes (present for July 24, 2025)

Not Present:

Leah George-Wilson (not present for July 23, 2025)
Bob Starnes (not present for July 23, 2025)

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 and VP, Marketing
Mark Goldberg	Chief Information Officer & VP, Business Technology
Rao Wandawasi	Director, Audit Services
Jennifer Barbosa	Director, Enterprise Risk Management Services
Melissa Granum	Corporate Secretary / Director, Board Governance
Suzanne Rowley	Assistant Corporate Secretary

Observers and Guests:

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(*attending in part)

Greg Moore took the Chair at 3:00 pm 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 3:00 pm.

IN CAMERA SESSION: Wednesday 23 July 2025

The Board went *in camera* at 3:10 pm, concluding at 4:45pm.

Pat Davis joined the meeting at 3:10 pm.

During the *in-camera* session the following decision was recorded:

Board Effectiveness Workplan

The Board approved the plan as presented.

Alan Kerr, Marie-Noelle Savoie, Dan Beebe, Mark Goldberg, Natasha Questel and Sandy Austin, joined the meeting at 3:30 pm.

Dan Beebe, Mark Goldberg, Sandy Austin and Natasha Questel left the meeting at 3:40 pm.

Kevin deBruyckere, Laura Piva-Babcock and Rob Connolly joined the meeting at 3:40 pm.

Kevin deBruyckere, Laura Piva-Babcock left the meeting at 4:00 pm.

Rob Connolly, Alan Kerr, and Marie-Noelle Savoie left the meeting at 4:07 pm.

Pat Davis left the meeting at 4:15 pm.

The Board recessed at 4:20 and reconvened at 8:30 am on Thursday 24 July 2025.

LAND ACKNOWLEDGEMENT

Management joined the meeting. Greg Moore 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

On motion duly made and carried, the Consent Agenda was adopted and the following resolutions were adopted:

2.1 Minutes of 15 May & 26 June 2025

On motion duly made and carried, the minutes of 15 May and 26 June 2025 were approved.

2.2 FIA Report

WHEREAS the Audit Committee has reviewed and endorses the Statement of Financial Information (“SOFI”) for the fiscal year ended March 31, 2025,

AND WHEREAS the Board has received a recommendation from Management that the foregoing be approved:

NOW THEREFORE be it resolved that the SOFI for the fiscal year ended March 31, 2025, as presented to the Board, is hereby approved.

2.3 External Auditor Services & Fees

WHEREAS Management has recommended that KPMG LLP be appointed as the auditor for British Columbia Lottery Corporation’s consolidated financial statements (“External Auditor”) for the fiscal year ending March 31, 2026;

AND WHEREAS the Pension Committee has recommended the appointment of KPMG LLP as the auditor for the British Columbia Lottery Corporation Pension Plan’s financial statements (the “Pension Auditor”) for the year ending December 31, 2025;

AND WHEREAS Management has recommended the approval of certain services to be provided by KPMG LLP;

AND WHEREAS the Audit Committee has reviewed and discussed these recommendations with Management;

NOW THEREFORE be it resolved that:

1. *KPMG LLP be appointed as External Auditor for the fiscal year ending March 31, 2026, for a maximum fee of \$ 21*
2. *KPMG LLP be appointed as Pension Auditor for the year ending December 31, 2025, for a maximum fee of \$ 21*
3. *The following services and associated fees for the period of September 1, 2025 to August 31, 2026 are approved:*
 - a. *tax advisory services, for maximum fees of \$ 21*
 - b. *additional discretionary financial statement audit services, for maximum fees of \$ 21*

- c. agreed-upon procedures related to host local government financial assistance agreements, for maximum fees of \$21 and
- d. agreed-upon procedures related to the Interprovincial Lottery Corporation financial statement audit, for maximum fees of \$21

2.4 Contract: Deloitte

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 9-year extension of the Deloitte Inc. Master Services Agreement among the Corporation, B.C. Lottotech International Inc. and Deloitte Inc., which represents an overall potential expenditure of up to \$138.9M;

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.

2.5 Sustainable Procurement Policy Review

This item was removed from consent for discussion. Management responded to questions from the Board.

WHEREAS The Governance Committee reviewed and endorsed for Board approval the Management Assessment of the Social and Sustainable Procurement Policy;

NOW THEREFORE be it resolved that Management's Assessment is hereby approved; and

BE IT FURTHER RESOLVED that the Policy be owned by the Director, Corporate Procurement, with the Vice President, Finance and Corporate Services, as the Approving Body.

2.6 Annual ERMS Strategy & Work Plan

This item was removed from consent for discussion. Management responded to questions from the Board.

WHEREAS the Board has received a recommendation from the Strategy Committee (Committee) to approve the Annual ERMS Strategy and Work Plan.

NOW THEREFORE be it resolved that the Annual ERMS Strategy and Work Plan is hereby approved.

2.7 Risk Appetite Statements & Tolerance Limits

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

NOW THEREFORE be it resolved that the Risk Appetite Statements and Tolerance Limits is hereby approved.

3 COMMITTEE EDUCATION – NO ITEMS

4 CORPORATE APPROVALS

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4.2 Q3 Financial Results

At 9:30 am, Cynki Taylor and Farouk Zaba joined the meeting.

Management highlighted the Q1 financial results provided in the report.

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

WHEREAS the Audit Committee has reviewed and endorses the financial statement for the first quarter of the fiscal year 2025/2026;

AND WHEREAS the Board has received a recommendation from Management that the foregoing be approved:

NOW THEREFORE be it resolved that:

The financial statements for the first quarter of fiscal year 2025/2026, as presented to the Board, is hereby approved.

At 9:35 am Farouk Zaba left the meeting.

4.3 Q1 Revised Forecast & Projections

Management reviewed the Q1 Revised Forecast & Projections and responded to questions from the Board.

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

WHEREAS Management has recommended for approval the Corporation's forecast for fiscal year 2025/26 and projections for fiscal years 2026/27 – 2029/30 (the "Q1 Revised Forecast & Projections");

AND WHEREAS the Audit Committee has reviewed and endorsed the Q1 Revised Forecast & Projections for Board approval;

NOW THEREFORE be it resolved that the Q1 Revised Forecast & Projections are approved.

Cynki Taylor left the meeting at 9:40 am.

4.4 Data Governance Policy Review

Marie-Noelle Savoie and Mark Goldberg provided an overview of Management's Assessment of the Data Governance Policy. A discussion ensued and the team responded to questions.

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

WHEREAS the Governance Committee referred the Data Governance Policy to the Board for further discussion;

WHEREAS the Board has reviewed the Policy;

NOW THEREFORE be it resolved that the Management Assessment is approved; and

BE IT FURTHER RESOLVED that the Policy be owned by the Director, Data & Information Governance with the Vice President, Safer Play and Enterprise Integrity, as the Approving Body

4.5 2026 Board & Committee Meeting Schedule

The Board & Committee Meeting Schedule for 2026 was reviewed. It was noted the schedule may need to be adjusted once the CABRO calendar has been released for subsequent years.

The Board approved the schedule as presented.

5 CORPORATE OPERATIONS

5.1 Report by President & CEO

Pat Davis provided a status update since the last meeting and responded to questions.

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.

Eleanore Arend left the meeting at 11:00 am.

5.3 Q1 Corporate KPI Scorecard (prev. Dashboard)

Jeremy Hopwood joined the meeting at 11:00 am.

The report was taken as read.

Jeremy Hopwood left the meeting at 11:10 am.

5.4 Annual Pension Report for Members

Alan Kerr and Sandy Austin provided an overview of the first Annual Pension Report for Members that will be sent to members. A discussion ensued and the team responded to questions.

6 COMMITTEE REPORTS

6.1 Audit

Christine Dacre reported on discussions from the July Audit Committee meeting.

6.2 Governance

Karen Horcher reported on discussions from the July Governance Committee meeting.

6.3 People

Bobbi Sadler reported on discussions at the July People Committee meeting.

7 BOARD CHAIR REPORT

No report.

8 OTHER BUSINESS

8.1 Business Arising

There were no items.

9 NEXT MEETING

There being no further business, the meeting was adjourned at 11:30 am on 24 July 2025.

The next meeting is scheduled for Thursday 30 October 2025.

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