

**TERMS OF REFERENCE FOR THE GOVERNANCE AND CORPORATE SOCIAL  
RESPONSIBILITY COMMITTEE**

**I. PURPOSE**

The primary function of the Governance Committee (“the Committee”) is to provide a focus on governance that will enhance BCLC’s performance. The Committee assesses and makes recommendations regarding Board effectiveness and establishes and leads the process for developing potential director criteria and candidates for recommendation to the Government. The Committee has oversight responsibility for BCLC’s corporate social responsibility policy.

**II. COMPOSITION AND OPERATIONS**

- A. The Committee shall be composed of not fewer than three directors and not more than five directors.
- B. The Committee shall meet at least two times each year.
- C. The secretary to the Committee shall be either the Corporate Secretary or his/her delegate.

**III. DUTIES AND RESPONSIBILITIES**

Subject to the powers and duties of the Board, the Committee will perform the following duties:

- A. Develop, and annually update, a long term plan for Board composition that takes into consideration the current strengths, skills and experience on the Board, rotation plan and the strategic direction of the Corporation.
- B. Develop recommendations regarding the essential and desired experiences and skills for potential directors, taking into consideration the Board’s short-term needs and long-term succession plans.
- C. In consultation with the Board Chair recommend to the Board for subsequent recommendation to the Government, criteria and potential candidates for consideration when they are appointing directors.
- D. Review, monitor and make recommendations regarding the orientation and ongoing development of existing and new directors.
- E. Review the directors’ compensation program and make recommendations to the Board for subsequent recommendation to the Government as required.
- F. Annually review the Board Manual outlining the policies and procedures by which the Board will operate and the terms of reference for the Board, the Board Chair, a Director, the CEO, and Board committees.

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- G.** Assess the needs of the Board in terms of the frequency and location of Board and Committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the Board as required.
- H.** Recommend to the Board, and annually implement, an appropriate evaluation process for the Board, the Board Chair, its committees and individual directors.
- I.** Ensure there is a system that enables a committee or director to engage separate independent counsel in appropriate circumstances, at BCLC's expense, and be responsible for the ongoing administration of such a system. (See Tab 10 – Board Director Guidelines – Item 34).
- J.** Periodic review of the Player Relations program to ensure all issues related to overall player protection are being addressed
- K.** Review with Management the Corporation's corporate social responsibility goals and priorities to ensure the Corporation's business practices are consistent with contemporary social responsibility standards and values, to review related risks and controls and to periodically report to the Board and Stakeholders on key programs, targets and measurements.
- L.** Recommend to the Board any reports on corporate governance that may be required or considered advisable.
- M.** At the request of the Board Chair or the Board, undertake such other corporate governance initiatives as may be necessary or desirable to contribute to the success of the Corporation.

**IV. ACCOUNTABILITY**

The Committee shall report its discussions to the Board by oral or written report at the next Board meeting.

**V. COMMITTEE TIMETABLE**

The timetable on the following page outlines the Committee's schedule of activities

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	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
A. Board Composition Plan							✓					
B. New Director Criteria							✓					
C. Recommend Nominees							✓					
D. Orientation and Development Plan							✓					
E. Director Compensation							✓					
F. Review Board Manual										✓		
G. Assess the needs of the Board in terms of frequency and location of Board and Committee meetings							✓					
H. Recommend an evaluation process for the Board, Board Chair, Committees and Individual Directors				✓								
I. Ensure a system is in place that enables a committee or director to engage separate independent counsel in appropriate circumstances										✓		
J. Periodic review of the Player Relations program				✓						✓		
K. Review Corporate Social Responsibility Management Program								✓				
L. Recommend any reports on Corporate Governance										✓		