

## TERMS OF REFERENCE FOR THE HUMAN RESOURCES AND COMPENSATION COMMITTEE

### I. PURPOSE

The purpose of the Human Resources and Compensation Committee (“the Committee”) is to assist the Board in fulfilling its obligations relating to the human resources and compensation matters including establishing a succession and executive development plan and to enhance a performance based culture by ensuring the necessary policies and processes are in place to drive performance against the Corporation’s strategic plan.

### II. COMPOSITION AND OPERATIONS

- A. The Committee shall be composed of not fewer than three directors and not more than four directors.
- B. The Committee shall meet prior to each Board meeting unless there are no pertinent Committee items.
- C. The Secretary to the Committee shall be the Corporate Secretary or his/her delegate.

### III. DUTIES AND RESPONSIBILITIES

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

- A. Develop and review a pay for performance Compensation philosophy consistent with the corporate strategy (includes the benefit plan and the annual salary planning plan).
- B. Review, endorse and recommend the overall organization and people strategy. This includes leadership initiatives, structure and culture improvement.
- C. Review, endorse and recommend the acceptance of the annual resource plan for the organization and report to the Board on an annual basis.
- D. Review and recommend annual goals for the President and Chief Executive Officer (the CEO) and, when approved, ensure the process is implemented.
- E. Review and recommend the CEO’s compensation, including incentive, bonus, benefit and retirement plans, to the Board for approval.
- F. In consultation with the CEO review and recommend compensation for the Executive team.

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- G.** Ensure that a succession plan and executive development plan are in place and being acted upon and report to the Board on a semi-annual basis.
- H.** Liaise with the Audit and Governance Committee on issues associated with ethics, corporate social responsibility and budget allocation for people resources.
- I.** Review and make recommendations to the Board respecting the terms and conditions of the pension plans of which BCLC is an administrator.
- J.** Review the performance bonus plan and make recommendations to the Board regarding approval.
- K.** Annually review and recommendation changes to the Committee's terms of reference.

### **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 during the year.

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COMPENSATION COMMITTEE**

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sept	Oct	Nov	Dec	As Needed Basis
A. Develop and Review Compensation Philosophy, Strategy and Guidelines													✓
i. Review Salary planning budget												✓	
ii. Benefit Plan Review												✓	
B. Review and recommend organization and people strategy													✓
i. Employee Engagement Survey Review				✓									
C. Review, endorse and recommend annual Resource Plan												✓	
D. Review and recommend CEO Annual Goals												✓	
E. Review and recommend CEO's Performance and Compensation					✓								
F. In consultation with the CEO, review and recommend Executive Compensation					✓								
G. Succession Plan and Leadership Development Review					✓							✓	
H. Liaise with Audit and Governance Committees													✓
I. Review terms and condition of Pension Plan													✓
J. Review and recommend Performance Bonus Plan					✓								
K. Review and recommend changes to Terms of Reference													✓