

TERMS OF REFERENCE FOR AN INDIVIDUAL DIRECTOR

I. INTRODUCTION

- A. The Board of Directors acts collectively and exercises its powers and responsibilities as a group. No individual director has the power to act on his or her own.
- B. As a member of the Board of Directors (the “Board”), each director will fulfill the legal requirements and obligations of a director, which include the responsibilities
 - i) to act honestly and in good faith with a view towards the best interests of the Company; and
 - ii) to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
- C. These terms of reference set out the standards of performance that the Board expects of each of its directors and provides the basis for individual director assessment.

II. DUTIES AND RESPONSIBILITIES

A. General

As a member of the Board, each director shall:

- i) understand the difference between governing and managing, and not encroach on management’s area of responsibility;
- ii) declare conflict(s) of interest – real or perceived – and demonstrate an understanding and sensitivity to conflict of interest issues;
- iii) respect confidentiality;
- iv) act and speak honestly, ethically and with integrity;
- v) participate actively as a member or Chair of one or more committees and become knowledgeable with the mandates of those committees.

TERMS OF REFERENCE FOR AN INDIVIDUAL DIRECTOR

B. Skills and Experience

As a member of the Board, each director shall:

- i) effectively apply the director's knowledge, experience and expertise to issues facing BCLC;
- ii) utilize external relationships and resources in making a contribution and adding value to BCLC; and
- iii) serve as a helpful resource to the Board and to management, where necessary and appropriate.

C. Preparation and Attendance

As a member of the Board, each director shall:

- i) maintain an excellent Board and committee meeting attendance record;
- ii) attend entire Board or committee meetings, not just parts of meetings;
- iii) attend meetings well prepared, having completed and understood the necessary background reading and, if required, having consulted other directors and/or management;
- iv) demonstrate broader preparation than just the distributed material; and
- v) be available when needed; and be accessible and approachable.

D. Communication and Interaction

As a member of the Board, each director shall:

- i) participate fully and frankly in Board deliberations and discussions; contribute meaningfully and knowledgeably to Board discussions;

TERMS OF REFERENCE FOR AN INDIVIDUAL DIRECTOR

- ii) be a team player and work effectively with fellow directors; be a positive and constructive force within the Board;
- iii) actively listens and communicates with other directors and management in a thoughtful, respectful and constructive way, which considers the views of others;
- iv) be willing to take a stand or express a view, even if it runs contrary to prevailing wisdom or the direction of conversation; exercise independent judgment;
- v) interact appropriately with the leadership and management of the BCLC; and
- vi) advise the CEO and/or Chair when planning to introduce significant and previously unknown information or material at a Board meeting.

E. Strategies and Plans

As a member of the Board, each director shall:

- i) demonstrate a comprehensive understanding of the BCLC's strategic direction and annual plans; including an understanding of the BCLC's principal risks; and
- ii) contribute and add value to discussions regarding BCLC's strategic direction.

F. Business and Industry Knowledge

As a member of the Board, each director shall:

- i) demonstrate a strong understanding of the BCLC's business, markets, operations and technology;
- ii) appreciate and understand the financial implications of decisions and financial reporting requirements, performance measures and related accounting and disclosure principles;
- iii) demonstrate a current understanding of the regulatory and legislative environment, industry trends and the competitive, social and political environment within which the BCLC operates;

TERMS OF REFERENCE FOR AN INDIVIDUAL DIRECTOR

- iv) maintain a familiarity and knowledge of the key officers and management group and other high potential senior employees;
and
- v) remain knowledgeable about the BCLC's facilities and visit them when appropriate.