



February 11, 2022

FOR WIDE CIRCULATION

To Whom It May Concern:

**Re: Call for Expressions of Interest: BC Lottery Corporation Indigenous Representative Director**

**SUMMARY**

The First Nations Leadership Council and its delegated subcommittee the BC First Nations Gaming Commission are issuing a call to citizens and members of BC First Nations for expressions of interest in the role of an Indigenous Director to sit on the BC Lottery Corporation (“**BCLC**”) board of directors (the “**Board**”).

The representative Board position was established pursuant to the Long Term BC First Nations Gaming Revenue Sharing and Financial Agreement, which came into effect on September 16, 2020 (the “**Revenue Sharing Agreement**”). Pursuant to the agreement, each year for twenty-five years 7% of the net income of BCLC is paid to the BC First Nations Gaming Revenue Sharing Limited Partnership for distribution to all BC First Nations.

The director will be seated at the next possible opportunity, anticipated in spring 2022, for a term of one year, with eligibility for re-appointment totaling six years of service. Orientation and onboarding will be provided by the First Nations Leadership Council and by BCLC.

**ROLE OF INDIGENOUS DIRECTOR**

The Indigenous Director will act as a full participating director of the Board. As a nominee of BC First Nations, the role will also include the following:

- a. contributing to First Nations’ voice on the Board, acknowledging that First Nations participation and perspective can enhance and add value to the work of the Board;
- b. identifying issues that could affect the integrity of the First Nations’ revenue sharing interest, including raising awareness of issues, developments or matters that could be inconsistent with the purpose and intent of the Revenue Sharing Agreement;
- c. monitoring shifts in the gaming industry broadly and diversions or changes in gaming revenues coming to the provincial government; and
- d. sharing information with the respective co-chairs of the BC First Nations Gaming Commission and the BC First Nations Gaming Revenue Sharing Limited Partnership regularly, and as required, in the event of developments related to gaming that would reasonably be expected to be of material relevance to First Nations, given the net income interest of First Nations.

The BCLC Terms of Reference: Indigenous Director sets out further details in respect of the Indigenous Director’s role and are enclosed with this Call for Expressions of Interest as Appendix “A”. General information in respect of BCLC board appointments is enclosed herein as Appendix “B”.

**ELIGIBILITY**

The desired candidate will be a citizen or member of a BC First Nation. They will possess a strong ability to represent the interests of First Nations, as a significant stakeholder of BCLC, at the Board. The Indigenous Director must balance meeting their duty of loyalty to BCLC with their representative role. For example, the nominee will be required to report to the BC First Nations Gaming Commission and the BC First Nations Gaming Revenue Sharing Limited Partnership on relevant issues, while maintaining confidentiality in accordance with the obligations of BCLC directors. While previous board experience is not necessary, legal expertise and gaming industry expertise are an advantage.

**APPLICATION PROCESS**

Applicants are invited to send a cover letter outlining their interest in the role, relevant skills and experience to the BC First Nations Gaming Commission at [info@bcfngamingcommission.ca](mailto:info@bcfngamingcommission.ca).

Applications will close on March 11, 2022. The successful candidate will be contacted shortly afterwards.

Please contact any of the undersigned with any enquiries.

Yours truly,

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Enclosures

**APPENDIX “A”**

(as attached)

# BRITISH COLUMBIA LOTTERY CORPORATION

## TERMS OF REFERENCE

### FIRST NATIONS NOMINEE DIRECTOR

#### I. INTRODUCTION

- A. Pursuant to the *Gaming Control Act* (British Columbia), the BC First Nations Gaming Revenue Sharing Limited Partnership (the “**Partnership**”) is entitled to receive a portion of net income (the “**Net Income Interest**”) of the British Columbia Lottery Corporation (“**BCLC**”), the particulars of which are governed by the Long-Term BC First Nations Gaming Revenue Sharing and Financial Agreement (the “**Revenue Sharing Agreement**”).
- B. Pursuant to section 3.16 of the Revenue Sharing Agreement, the First Nations Summit, the British Columbia Assembly of First Nations and the Union of British Columbia Indian Chiefs (collectively, the “**PTOs**”), acting directly or through the First Nations Leadership Council or the BC First Nations Gaming Commission as delegate, are entitled to nominate a nominee of the Partnership (the “**FN Nominee Director**”) to act as a full participating director of the board of directors of BCLC, and the Minister responsible for BCLC will recommend the appointment of the FN Nominee Director (as well as any replacement or successor therefor) in accordance with and pursuant to applicable laws and the procedures of the Province for making such appointments.
- C. The *BCLC Terms of Reference: Individual Director* will apply fully and in all respects to the FN Nominee Director and, in addition, this *Terms of Reference: First Nations Nominee Director* will set out further details with respect to communications between the BCLC Board and the chair or co-chairs of the Gaming Commission (or other delegate as authorized by the PTOs) and the chair or co-chairs of the Partnership (collectively, the “**FN Representatives**”), including the role of the FN Nominee Director in such communications.
- D. Notwithstanding any other provision in this Terms of Reference, it is acknowledged that the FN Nominee Director owes an undivided duty of loyalty and fiduciary duties solely to BCLC.
- E. It is also acknowledged that First Nations in British Columbia, through the Partnership and its Net Income Interest, are a significant stakeholder in BCLC and have an interest in monitoring and reporting with respect to their interest in BCLC, such that it is important the FN Nominee Director be able to participate in communications with the FN Representatives in a manner that does not compromise the FN Nominee Director’s duties to BCLC.

## II. ELIGIBILITY

In selecting a nominee to act as the FN Nominee Director, the PTOs (acting directly or through the First Nations Leadership Council or BC First Nations Gaming Commission as delegate) shall select a candidate who contributes to satisfying the competencies and skill set criteria established from time to time by the Province and generally applicable to the Board.

## III. DUTIES AND RESPONSIBILITIES

The FN Nominee Director will act as a full participating director of the Board and, as a nominee of First Nations, their role as a full participating director of the Board will also include the following:

- a. contributing to First Nations' voice on the Board, acknowledging that First Nations participation and perspective can enhance and add value to the work of the Board;
- b. identifying issues that could affect the integrity of the Net Income Interest, including raising awareness of issues, developments or matters that could be inconsistent with the purpose and intent of the Revenue Sharing Agreement;
- c. monitoring shifts in the gaming industry broadly and diversions or changes in gaming revenues coming to government; and
- d. participating in the sharing of information with the FN Representatives in accordance with Part IV below.

## IV. SHARING OF BCLC INFORMATION

1. All communications to the FN Representatives will be made by the Chair of the BCLC Board (the "**Board Chair**") and the FN Nominee Director together.
2. The Board Chair, FN Nominee Director and the FN Representatives will meet regularly and also as required in the event of developments related to gaming that would reasonably be expected to be of material relevance to First Nations given the Net Income Interest of the Partnership.
3. The Board Chair and the FN Nominee Director will collaborate with respect to the sharing of information with the FN Representatives, will co-develop meeting agendas and briefings for disclosure of relevant information and will present and discuss the information with the FN Representatives.
4. It is acknowledged that the Board Chair and FN Nominee Director may share information with the FN Representatives that is not publicly available at the time it is shared with the FN Representatives; however, the Board Chair and the FN Nominee Director will remain at all times subject to the Code of Conduct and Conflict of Interest Guidelines. Where the

Board Chair or the FN Nominee Director determine it is in the best interest of BCLC, they will consult in advance with, and if applicable, seek the prior approval of, the BCLC Board regarding information to be shared with the FN Representatives.

5. The FN Representatives and any of their personnel with whom information is to be shared, shall maintain the confidentiality of the information shared with them, and may be required to enter into agreements to maintain the confidentiality of information shared with them.

## **V. CONFLICTS OF INTEREST**

While all Directors are required to comply with the Code of Conduct and the B.C. *Business Corporations Act*, the obligation of the FN Nominee Director to declare conflicts of interest and to abstain from participating in relevant decisions respecting such matters will not be so broadly construed as to automatically prohibit the FN Nominee Director from participating in discussions and decisions involving First Nations matters; it being understood that one of the purposes of the FN Nominee Director is to contribute to the First Nations point of view or perspective to such discussions and deliberations.

## **VI. RELATIONSHIP TO THE TERMS OF REFERENCE: INDIVIDUAL DIRECTOR**

Consistent with the FN Nominee Director's undivided duty of loyalty and fiduciary duties solely to BCLC, the FN Nominee Director will comply and be subject in all respects to the BCLC *Terms of Reference: Individual Director*, the other provisions of the BCLC Board Manual and other policies and documents governing the Board; each interpreted in a manner consistent with this BCLC *Terms of Reference: First Nations Nominee Director*.

## APPENDIX “B”:

### GENERAL INFORMATION REGARDING BCLC BOARD APPOINTMENTS

#### BCLC OVERVIEW

##### Business and Structure

As a Crown corporation under the *Gaming Control Act* (British Columbia), the social purpose of BCLC is to generate wins for the greater good.

BCLC provides entertainment through:

- national and provincial lotteries;
- casino gambling;
- community gaming centres;
- commercial bingo; and
- online gambling.

BCLC headquarters in Kamloops includes finance, administration, and information technology, while its Vancouver corporate office manages sales, marketing and distribution. Field staff throughout the province also support operations. BCLC has over 1,000 employees.

BCLC typically generates over \$2 billion in revenues annually. After BCLC covers operating costs, prizes, and service provider commission, BCLC remits a portion to the Government of Canada and forwards the remainder to the Province of British Columbia. For the year ended March 31, 2020, BCLC achieved a record \$1.3 billion in net income.

For more information, visit: [www.bclc.com](http://www.bclc.com).

##### Strategic Direction

BCLC’s fiscal year 2021/22-2023/24 Service Plan sets out the strategic direction for BCLC, which includes the following corporate goals and objectives:

- Goal 1: No one is harmed from gambling offered by BCLC.
  - *Objective:* Reduce the percentage of players who scored as high risk on the Problem Gambling Severity Index (PSGI).
- Goal 2: BCLC’s business does not create opportunities for criminal activity.
  - *Objective:* Reduce the number of incidents related to potential crime in and near BCLC’s facilities (both brick and mortar and online) and/or related to BCLC-managed gambling products.
  - *Objective:* Improve public perceptions about the safety and security of gambling in casinos in B.C.
- Goal 3: BCLC is respected for how they operate.

- *Objective:* Improve public perceptions of how BCLC conducts business based on the following four areas:
  - Integrity: BCLC operates fairly and honestly.
  - Social Responsibility: BCLC is a good corporate citizen.
  - Well managed: BCLC is a well-managed corporation.
  - Trust: The public has trust and confidence in the games offered by BCLC.
- Goal 4: Players are entertained.
  - *Objective:* Increase the Player Entertainment Needs Index Score.
- Goal 5: BCLC delivers our promised financial return to the Province of B.C.
  - *Objective:* Optimize net income through investment to sustain the long-term health of the business.

## VACANT POSITION

### Experience and Qualifications

While previous experience as a director is not required, it is important that candidates for positions understand the roles and responsibilities of a member of a board and have the necessary experience and demonstrated skills to enable them to contribute to board decision-making and oversight.

Part of the organization's commitment to good governance includes the provision of a comprehensive orientation for new board members and ongoing professional development for new members.

### Board Competencies

Collectively, the Board should comprise the following core competencies:

- operational or technical expertise relevant to the operation of the organization including:
  - strategic management and organizational change,
  - operations,
  - internal control and accounting,
  - technology,
  - communications,
  - public sector administration,
  - human resources,
  - labour relations, and
  - risk management.
- financial expertise;
- legal expertise;
- knowledge of government and the public sector environment;
- knowledge of current and emerging issues affecting the organization and its industry or sector; and
- knowledge of the community served by the organization.



## **Time Commitment**

BCLC's Board holds approximately six to seven meetings per year in addition to an annual strategic planning session. Board members also serve on committees, which meet approximately four to five times per year, depending on the committee. Meetings usually take place either in Kamloops or Vancouver.

## **Compensation**

Director compensation is currently based on Treasury Board Directive 2/20. Directors receive an annual retainer of \$7,500 (\$15,000 for the Board Chair) plus a meeting fee of \$500 for each day (\$250 for each half day). Directors incurring transportation, accommodation, meal and out-of-pocket expenses in the course of their duties are reimbursed in accordance with government guidelines.

## **Personal Attributes**

All directors should possess the following personal attributes:

- high ethical standards and integrity in professional and personal dealings;
- appreciation of the responsibilities to the public;
- able and willing to raise potentially controversial issues in a manner that encourages dialogue;
- flexible, responsive and willing to consider others' opinions;
- capable of a wide perspective on issues;
- ability to listen and work as a team member;
- no direct or indirect conflict of interest with the member's responsibility to the organization;
- strong reasoning skills;
- able and willing to fulfill time commitment required to carry out responsibilities;
- may include personal attributes relevant to organization; and
- commitment to continuous learning about the organization and the relevant sector or industry.

## **GOVERNANCE STRUCTURE**

### **Governance Structure**

BCLC is overseen by a board of up to eleven members appointed by government, with executive management being responsible for day-to-day operations of BCLC.

The board of BCLC performs its work through regular board meetings and the following committees:

- Audit;
- Governance and Social Responsibility;
- People and Culture; and
- Risk.

## BOARD RESPONSIBILITIES AND ACCOUNTABILITIES

### Role

The Board's role is that of:

*Leader:* set the strategic direction, and empowering senior management to implement Board direction;

*Overseer:* evaluate performance measures and hold senior management accountable;

*Steward:* provide stewardship for the effective delivery of the organization's mandate; and

*Reporter:* report to government, stakeholders, public, and others.

The BCLC [Terms of Reference: Board of Directors](#) (link embedded) sets out the duties and responsibilities of the BCLC board.

Directors are also required to act in accordance with the BCLC [Terms of Reference: Individual Director](#) (link embedded).

### Responsibilities

Board responsibilities fall into the following general categories:

*Managing Board Affairs:* Establish the processes and structures necessary to ensure the effective functioning and renewal of the board. This includes: monitoring and improving the quality of the board and ensuring appropriate board committees are in place; ensuring appropriate board orientation and ongoing professional development; articulating roles and responsibilities for the board, committees, and chair individual directors; defining board process and guidelines; evaluating the board, committees, directors and chair; and identifying potential director candidates.

*Organization's Mandate:* Fully understand the organization's mandate set by government, review, and make recommendations to government regarding the mandate to reflect changing circumstances.

*Strategy and Plans:* Participate in the development, review and approval of the organization's strategic plan to ensure consistency with the organization's mandate as set by government.

*Human Resources:* Subject to government legislation and guidelines, select, appoint, compensate, evaluate, and terminate the Chief Executive Officer (the President); oversee management succession and development.

*Financial and Corporate Issues:* Review financial, accounting and control systems to ensure appropriate risk management systems, code of ethical conduct and conflict of interest guidelines are set in place.

*Monitor and Report:* Monitor organizational performance against strategic plans and compliance with applicable legislation and government direction; account to government and stakeholders through appropriate reporting.

Communications: Oversee organization's communications policy.

### **Accountabilities**

BCLC conducts and manages gaming in British Columbia within the legislative framework of the *Criminal Code* (Canada) and the *Gaming Control Act* (British Columbia). The Gaming Policy and Enforcement Branch, a branch of the Ministry of Finance, regulates gaming in British Columbia, including the operations of BCLC. In carrying out its work, BCLC operates within the broad policy mandate set by government, including as communicated in the annual Mandate Letter. The Minister of Finance is the Minister responsible for BCLC.

In carrying out its work, the board operates within the broad policy direction and budget set by the Ministry of Finance.

### **Periodic evaluation**

The effectiveness of the BCLC board, its committees, and individual directors may be subject to evaluation from time to time, in accordance with the [BCLC Board Evaluation Process](#) (link embedded) in order to identify ways in which improvements might be achieved.

### **Conflicts of interest**

Candidates must follow the [BCLC Code of Conduct & Conflict of Interest Guidelines](#) (link embedded).

In addition, candidates must follow the [Provincial General Conduct Principles for Public Appointees](#) (link embedded).

A conflict of interest arises when a candidate may derive a personal benefit or economic interest that is sufficient to influence their role, duties, and responsibilities as a candidate. Candidates in a conflict of interest are not precluded from appointment, but must declare the conflict in each case.

### **Training, orientation, and appointment guidelines**

In addition to fulfilling the sought skills and competencies requirements, the nominee will be required to:

- a. complete a [Candidate Profile Declaration \(CPD\) form](#) (link embedded);
- b. complete BCLC security clearance;
- c. undergo a comprehensive orientation for new board members;
- d. undergo a general orientation for public appointees;
- e. follow the General Conduct Principles for Public Appointees; and
- f. undergo ongoing professional development.

Appointments to British Columbia's public sector organizations are governed by written [appointment guidelines](#) (link embedded).

## BOARD COMPOSITION

The individuals who make up the Board should, collectively, have the necessary personal attributes and competencies required to:

- add value and provide support for management in establishing strategy and reviewing risks and opportunities;
- effectively monitor the performance of management and the organization; and
- account for the performance of the organization.

## LIST OF CURRENT DIRECTORS AND SENIOR EXECUTIVES

### Directors

| <b>Appointed:</b> | <b>First Appointed</b> | <b>Term Ends</b> | <b>Occupation</b> |
|-------------------|------------------------|------------------|-------------------|
| Greg Moore, Chair | May 31, 2021           | October 31, 2023 | Consultant        |
| Joan Axford       | October 19, 2018       | October 31, 2021 | Accountant        |
| Hilary Cassady    | October 19, 2018       | October 31, 2019 | Businessperson    |
| Fiona Chan        | December 31, 2018      | October 31, 2019 | Retired           |
| Lisa Ethans       | October 19, 2018       | October 31, 2019 | Accountant        |
| Dusty Kelly       | December 31, 2018      | October 31, 2020 | Businessperson    |
| Mario Lee         | October 19, 2018       | October 31, 2021 | Consultant        |
| Coro Strandberg   | October 19, 2018       | October 31, 2020 | Consultant        |

### Senior Executives

|                       |  |
|-----------------------|--|
| Lynda Cavanaugh       | Interim Chief Executive Officer and President                            |
| Alan Kerr             | Chief Financial Officer and Vice President, Corporate Services           |
| Brad Desmarais        | Chief Operating Officer  |
| Marie-Noëlle Savoie   | Chief Compliance Officer and Vice President, Legal, Compliance, Security |
| Patrick Davis         | Chief Information Officer and Vice President, Business Technology        |
| Peter ter Weeme       | Chief Social Purpose Officer and Vice President, Player Experience       |
| Yabome Gilpin-Jackson | Chief People Officer   |
| Jim Lightbody         | Chief Executive Officer and President – on leave                         |

## **ADDITIONAL RESOURCES**

The following additional resources may be of interest to candidates:

- a. [2021-2022 BCLC Mandate Letter](#) (link embedded)
- b. [Chapters of BCLC Board Manual](#) (link embedded)