

TERMS OF REFERENCE: CORPORATE SECRETARY

I. INTRODUCTION

The Corporate Secretary is the focal point for communication with the Board of Directors and Management, and plays a key role in the efficient administration of important corporate and governance matters. The Corporate Secretary fosters effective Board governance, in alignment with corporate governance best practices. The Corporate Secretary reports directly to the Board Chair, and to the CEO on a functional and administrative basis.

The Corporate Secretary is responsible for monitoring the activity of the Board to ensure the Terms of Reference are being followed, and that appropriate Board and Committee items are scheduled throughout the year. This role acts as a resource to the Board on policy, protocols and procedures for Board conduct.

II. DUTIES AND RESPONSIBILITIES

The Corporate Secretary has the responsibility to:

- A. organize Board and Committee meetings, in accordance with the BCLC by-laws and procedures to be agreed upon from time to time by the Board Chair and the Board of Directors;
- B. prepare and distribute notices of meetings, consider those matters that should be dealt with at Board and Committee meetings, and prepare and dispatch agendas and supporting reports and documentation;
- C. advise Management on the content and organization of memoranda or presentations prepared for Board or Committee meetings;
- D. administer Director compensation and expense claims;
- E. attend Board and Committee meetings and organize minute taking responsibility at each meeting;
- F. take notes of the proceedings, including resolutions;
- G. prepare and circulate minutes, and the details of the resolutions and decisions made, in order to ensure that proper communication of the required actions is given to BCLC as a consequence thereof;
- H. file resolutions with the proper authorities as required;
- I. consult with the BCLC Legal department to ensure that legal advice is made available in connection with major contracts, transactions, and decisions, as appropriate;

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- J.** to be responsible for the creation, maintenance and retention of official corporate records;
- K.** keep the Board Chair and the CEO appropriately apprised of all corporate secretarial actions and activities;
- L.** act as the confidential advisor to the Chair / Directors, as required;
- M.** support, encourage, foster and recommend good governance practices for effective functioning of the Board and Board-Management relationships;
- N.** support the board in keeping abreast of emerging corporate governance topics, practices and trends, and update the Governance and Social Purpose Committee annually;
- O.** support Directors in their ongoing knowledge and education regarding good Board governance; and
- P.** perform such other duties as usually pertain to the Corporate Secretary's office or which may from time to time be prescribed by the Board or be required by law.