



# Board Policy

**NUMBER**

**B03-001**

<b>POLICY TITLE</b>	<b>BOARD APPROVAL</b>	<b>SLGA APPROVAL</b>	<b>EFFECTIVE DATE</b>
Board Mandate	September 16, 2024	October 22, 2024	<b>30 Days after Final Approval</b>

## 1. Preface

- 1.1 The Board's role is to govern the affairs of the Saskatchewan Indian Gaming Authority (the "Authority") within the framework of relevant legislation, agreements and standards. The Board of Directors, representative of the shareholders, is given the legal corporate authority and responsibility for the achievement of the organization's mission.

## 2. Policy Objective

- 2.1 To ensure clarity of roles and responsibilities for the Board of Directors.

## 3. Definitions

- 3.0 Independence – a Director is considered independent if he/she is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the best interests of the Authority.
- 3.1 Director – unless stated otherwise, all "Directors" mentioned in the Policy are considered independent as defined in 3.0.
- 3.2 Senior Executive Team – for the purpose of this policy shall mean the President/CEO's direct reports.
- 3.3 Senior Management Team – for the purpose of this policy shall mean senior managers who report indirectly to the President/CEO, through a member of the Senior Executive Team.

## 4. Policy Statement

- 4.0 The Board shall act in the best interest of the Authority, ensuring there is congruence between shareholder and stakeholder expectations, Authority plans, and management performance.

## 5. Application

- 5.0 This policy applies to the Board of Directors.



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### 6. Policy Requirements

6.0 Responsibilities: In discharging its obligations the Board's principal duties are:

- a) To provide leadership in setting the Authority's long-range strategic direction, and to approve the Authority's overall strategic plan, operating goals, operating budget, performance indicators and the business and financial plans established to achieve them based on the recommendations of Board advisory committees.
- b) To direct the development of Corporate policies to ensure effective corporate governance and board-management relations and to clarify management limitations.
- c) To approve corporate governance structures, principles, practices, and policies based on recommendations from the Governance Committee.
- d) To approve any amendments to the mandate and structure of the board and its committees, based on recommendations from the Governance Committee.
- e) To approve position descriptions for the Board Chair, Co-Vice Chairs, Committee Chair, Board Members, and President/CEO, based on recommendations from the Governance Committee.
- f) To receive and consider any reports from the Governance Committee on conflict of interest matters involving Directors.
- g) To approve the selection of the President/CEO based on the recommendation of the Governance Committee. The Board shall include Saskatchewan Liquor and Gaming Authority (SLGA) in the selection of the President/CEO.
- h) Annually review and monitor the organization structure and reporting relationships as it pertains to the President & CEO and Senior Executive Team contracts, compensation and benefit programs and recommend changes, where appropriate.
- i) Review the annual Corporate Risk Profile received from the Audit & Finance Committee.
- j) To monitor and assess the performance of the President/CEO, taking remedial action where necessary, including replacing the President/CEO if required.
- k) To review the President/CEO's evaluations of senior management.
- l) To approve succession plans for the President/CEO and Senior Executive Team, based on recommendations from the Governance Committee.



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- m) To develop contingency plans for transitional board chair and transitional President/CEO duties.
- n) To review changes proposed by the Governance Committee on the employee compensation and benefit programs in advance of any such changes being implemented.
- o) To set the broad parameters within which the management team operates.
- p) To provide assurance to stakeholders about the integrity of the organization's financial and non-financial performance.
- q) To review and approve budgets proposed by management and based on recommendations from the Audit & Finance Committee, and monitor their implementation.
- r) To approve the financial statements based on recommendations from the Audit & Finance Committee.
- s) To periodically evaluate the size of the Board to ensure the number of directors facilitates effective corporate governance. Any change to the size of the Board requires Shareholder approval. To communicate directly and candidly with the shareholders information regarding the business pursuant to Corporate Policy No. B03-021, Board Disclosure to Shareholders.
- t) To approve and monitor the Authority's ethical values.
- u) Review the results of evaluations of committees and individual Board Members. Document the results of evaluations of the committees in the Board minutes.
- v) To approve the Internal Auditor's mandate and the structure of the internal audit function based on recommendations from the Audit & Finance Committee.
- w) To approve the appointment, re-appointment, or dismissal of the internal auditor on recommendations from the Audit & Finance Committee.
- x) To receive and consider reports from the Internal Auditor which are forwarded from the Audit & Finance Committee, and to consider any related recommendations from the Committee.
- y) To approve the recommendation of the membership, the appointment, reappointment, or dismissal of an external auditor based on recommendations from the Audit & Finance Committee.



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- z) To receive and consider the results of the external auditor's annual audit, including the management letter, any matter remaining unresolved and timely follow-up, which is forwarded from the Audit & Finance Committee.
- aa) To receive and consider any report of the Audit & Finance Committee regarding the results of any special audit services provided by the external auditor, including the implementation plans for all recommendations.
- bb) To receive and consider the reports of the Audit & Finance Committee regarding monthly financial results, including a comparison of actual to budgeted results with reasons for significant variances and financial forecasts.
- cc) To receive and consider the reports of the Audit & Finance Committee on operating results, i.e. progress relative to the strategic plan and the business plan.
- dd) To receive and consider the reports of the Audit & Finance Committee regarding any changes in accounting policies or significant transactions that impact the financial statements.
- ee) To receive and consider the reports of the Audit & Finance Committee regarding the insurable risks and the insurance coverage of the Authority.
- ff) To receive and consider the reports of the Audit & Finance Committee regarding outstanding litigation.
- gg) To receive and consider reports of the Governance Committee regarding company culture.
- hh) To approve the annual report based on the recommendation of the Strategic Affairs Committee.

6.1 Legal & Compliance Requirements: the Board has a responsibility to see that procedures are in place to ensure statutory responsibilities are met, an effective compliance program has been established, and Authority documents and records are properly prepared, approved and maintained.

- a) In performing their duties, members of the Board shall:
  - i) act honestly and in good faith with a view to the best interests of the Authority, while taking into account the public policy and business objectives of the Authority;
  - ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;



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- iii) comply with the provisions of the Gaming Agreements with the Province of Saskatchewan and the Saskatchewan Liquor and Gaming Authority (SLGA), and any Terms and Conditions/Directives issued by SLGA as amended or replaced from time-to-time; and
- iv) comply with the provisions of any statutes that affect the Authority.
- b) The assignment of responsibility and delegation of authority by the Board to a Committee does not absolve the full Board from responsibility and accountability for a Committee's work or decisions.

### 6.2 Membership:

- a) Only individuals registered under The Alcohol and Gaming Regulations Act may be members of the Board. All proposed candidates must apply and be registered prior to being appointed or acting as a Board member. In addition, employees of the Authority are not eligible to be Board members.
- b) Pursuant to Corporate Bylaw No. 1B, each member of the Board shall continue to be a member of the Board until a successor is appointed unless the member resigns or is removed. The Authority shall notify SLGA immediately where a vacancy occurs at any time in the membership of the Board. FSIN and the Tribal Councils, as the case may be, shall nominate a member to fill the vacancy.
- c) During the transition of new members to the SIGA board the Members are entitled to have only one board member attend Board/ Committee meetings.

### 6.3 Meetings: the time and place of meetings of the Board and the procedures at such meetings shall be determined from time to time by the members of the Board.

- a) The Board shall meet at least once every (3) months.
- b) Reasonable notice, preferably not less than 48 hours before the meeting shall be given in writing or by facsimile communication to each member of the Board and the agenda and associated material shall be sent to each member of the Board.
- c) A member of the board may waive notice of a meeting, The exception to this is where a member of the board attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that they were not given proper notice of that meeting.
- d) Meetings of the Board shall be held from time to time at such time and such place as the Board, the Chairman of the Board, the Co-Vice Chairs the President and/or any two Directors may determine.



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- e) The Board shall at all times have the right to determine which non-Board members shall and shall not be present at any part of the meetings of the Board.
- f) The Board shall meet at every regularly scheduled meeting without management present.
- g) The quorum for board meetings shall be in accordance with section 4.01 (c) of Corporate Bylaw No. 1B.

#### 6.4 Committee Structure:

- a) The Board has statutory authority and will exercise the appropriate due diligence when appointing any committees that it considers necessary for the efficient conduct of the affairs and business of the Authority and to prescribe the duties of any committee it appoints.
- b) The Board Chair is ex officio on all committees and may attend any meeting as appropriate.

#### 6.5 President/CEO Responsibilities:

- a) The Board discharges its obligations directly; through recommendations it receives from Committees of the Board and by delegating certain of its powers to the President/CEO. The President/CEO is responsible for the day-to-day operations of the Authority, acting within approved Board policies and directives and consistent with the priorities of the shareholder.
- b) In general terms, the Board expects that the President/CEO will:
  - i) Develop a vision and philosophy of the Authority and strategic and operational plans to achieve the vision.
  - ii) Establish, prioritize and achieve the Authority's strategies, goals, budgets, business plans and performance indicators.
  - iii) Identify, prioritize and manage the principal risks to the Authority.
  - iv) Appoint, train, motivate, monitor and evaluate employees, and develop an effective succession plan.
  - v) Propose and implement policies and processes to enable effective communication with the shareholders, stakeholders and the public.
  - vi) Design and implement policies and procedures to ensure the integrity of the Authority's internal control and management information systems.



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- vii) Provide accurate, complete and timely information to the Board to enable it to discharge its obligations and meet its governance and legal responsibilities.
- viii) Establish and implement procedures to ensure statutory responsibilities are met, an effective compliance program is in place, and documents and records are properly prepared, approved and maintained.
- ix) Ensure compliance with significant policies and procedures by which the Authority is operated.

**6.6 Access to Corporate Records and Personnel:**

- a) the Board shall have access to all books and records of the Authority required for the execution of the Board's obligations, and as necessary, shall discuss with appropriate Authority officers and employees such records and other relevant matters.
- b) The Corporate Services Coordinator is an employee of the Authority reporting to the Chair of the Board and the President & CEO.

**6.7 Confidentiality:** all deliberations of the Board, and all Authority records, material and information obtained by a member of the Board and not generally available to the public shall be considered confidential. Board members shall maintain the confidentiality of such deliberations, and shall safeguard such records and information from improper access.

**6.8 Disposal of Corporate Records:** Board members are required to return all Board information received for disposal to the Corporate Services Coordinator's office at SIGA after and/or during their term. Corporate records include:

- a) Information discussed at meetings of the board or committees
- b) Trade secrets
- c) Plans and proposals relating to the Authority's business and prospects
- d) Information regarding existing or proposed contracts and arrangements to which the Authority is or may be a party.

**6.9 Internal and External Advisors:** if, in order to properly discharge its functions, duties and responsibilities, it is necessary, in the opinion of the Board, that the Board or any Committee of the Board obtains the advice and counsel of internal or external advisors, the Board shall engage the necessary advisors, pursuant to Corporate Policy No. B03-006, Engaging Outside Advisors.



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### 7. Monitoring

- 7.0 In conjunction with the Governance Committee, the Board shall review annually the mandate of the Board and, where appropriate, approve revisions.
- 7.1 Conduct a biennial evaluation of the Board's performance relative to its mandate, and document the results in Board minutes.





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### 8. References

- 8.0 Policy No. A04-501, Compensation.
- 8.1 Policy No. A04-701, Employee Group Health Benefit Plan.
- 8.2 Policy No. B03-002, Governance Model.
- 8.3 Policy No. B03-003, Policy Development.
- 8.4 Policy No. B03-006, Engaging Outside Advisors.
- 8.5 Policy No. B03-008, Board Member Responsibilities.
- 8.6 Policy No. B03-012, Board Chair – Terms of Reference.
- 8.7 Policy No. B03-013, Transitional Board Chair.
- 8.8 Policy No. B03-014, Board Committees.
- 8.9 Policy No. B03-015, Evaluations (Board, Chair & Committees)
- 8.10 Policy No. B03-020, Board-Shareholder Relationship.
- 8.11 Policy No. B03-021, Board Disclosure to Shareholders.
- 8.12 Policy No. B03-022, Strategic Planning.
- 8.13 Policy No. B03-030, Board and Committee Meetings.
- 8.14 Policy No. B04-001, Board-Management Delegation.
- 8.15 Policy No. B04-002, President/CEO Evaluations.
- 8.16 Policy No. B04-003, Executive Succession Planning.
- 8.17 Policy No. B04-005, SIGA Executive Management Employment Contracts. & Executive Team and Senior Management Compensation Policy.
- 8.18 Policy No. B05-001, Emergency Loss of President/CEO.
- 8.19 Policy No. B05-004, Communication to and Support of the Board.
- 8.20 Policy No. B05-018, Delegation of Spending Authority.

### 9. Enquiries

- 9.0 All enquiries concerning this policy should be directed to the Board Chair or Chair of the Governance Committee.