

## **CORPORATE COMPLIANCE & SECURITY COMMITTEE CHARTER**

### **I. PURPOSE**

- A. The purpose of the Corporate Compliance & Security Committee is to oversee the implementation of the Compliance Plan and to oversee the Corporation's security and surveillance programs for the protection of the assets, customers and key employees of the Corporation.

### **II. COMPOSITION AND TERMS OF OFFICE**

- A. The Committee will be composed of a minimum of three members, two of whom must be persons who:
- (i) are independent,
  - (ii) do not have a contract with the Corporation or a Controlled Affiliate<sup>1</sup>, and
  - (iii) are not employees of the Corporation or a Controlled Affiliate.
- B. The Committee must include within its membership a person who is a member in good standing with a provincial law society.
- C. The Committee will meet at least quarterly. Meetings may be conducted in person or teleconference, or combination thereof.
- D. Changes to the membership of the Committee will be approved by the Board.
- E. The Chair of the Committee must be an Independent Director.
- F. The quorum for the Committee is a majority of Committee members.

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<sup>1</sup> Controlled Affiliate means a corporation or other business entity, of which at least fifty percent (50%) of the voting Securities are held by the Corporation.

### **III. DUTIES AND RESPONSIBILITIES**

#### **A. Compliance**

In respect to the compliance mandate, the duties of the Committee include:

- (i) advising the Compliance Officer and assisting in the implementation and maintenance of the Compliance Program,
- (ii) overseeing and promoting adherence to the Compliance Program,
- (iii) overseeing the enforcement of the Code of Conduct compliance policies and procedures,
- (iv) advising management and the Board on compliance-related matters,
- (v) taking reasonable steps to confirm that the Corporation, Directors, Officers and employees have completed the required registrations with all applicable gaming or horse racing regulatory authorities in the jurisdictions where the Corporation operates,
- (vi) see that any enforcement actions or investigations by gaming or horse racing regulatory authorities are responded to in a timely manner by the Corporation,
- (vii) reviewing recurring compliance issues so that any single issue of compliance does not become systemic,
- (viii) evaluating annually the effectiveness of the Compliance Program, including requesting input from the relevant regulatory bodies,
- (ix) approving the remuneration of the Compliance Officer and his or her staff and justifying any bonus, stock options or similar form of remuneration at a meeting of the Committee; and
- (x) preparing and circulating minutes on a timely basis to Committee members and to the Compliance Officer..

## **B. Corporate Security**

In respect of the security and surveillance mandate, the duties of the Committee include:

- (i) providing advice to the Compliance Officer on general security and surveillance matters,
- (ii) overseeing the security and surveillance policies and procedures and recommending changes to such policies to management as needed,
- (iii) overseeing the security and surveillance programs and equipment so that such items are adequate, suitable for their intended purpose, and maintained to a high standard across all locations,
- (iv) overseeing and promoting adherence to the security and surveillance protocols and procedures, and compliance with any directives from regulatory authorities in connection with security or surveillance matters,
- (v) monitoring any patterns of corporate security breaches and recommending solutions to correct such patterns from recurring,
- (vi) liaising with management and the Board on significant security or surveillance matters, including instances of threats to the personal safety of key executives or to corporate assets, and
- (vii) at the request of an employee, approving the budget for, and overseeing the implementation and efficacy of, new or enhanced security measures that may be determined necessary and warranted by the Corporate Security division from time to time.

## **IV. INDEPENDENT ADVISORS**

The Committee may retain outside counsel or other experts or Consultants, as it deems appropriate. Any communication between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communication of the Corporation, and



the Committee will take all necessary steps to preserve the privileged nature of those communications.

## **V. CORPORATE COMPLIANCE & SECURITY COMMITTEE CHAIR**

- A. The Chair of the Committee is appointed by the Board.
- B. The responsibilities of the Chair include:
  - (i) establishing the schedule and agenda for meetings of the Committee,
  - (ii) reporting to the Board on the activities and the decisions of the Committee,
  - (iii) liaising with the Compliance Officer and management for the purpose of providing oversight and advice on compliance and on security and surveillance related matters,
  - (iv) leading the Committee members to reasonably fulfill the compliance and security mandates, and
  - (v) recording, drafting and circulating to members, on a timely basis, minutes for each meeting of the Corporate Compliance & Security Committee.

## **VI. ACCESS TO BOARD**

The Compliance Officer will also liaise directly with management on compliance and on security and surveillance related matters and has unfettered and direct access to the Board in the discharge of the Compliance Officer's duties under the Compliance Plan.

All gathering and reporting of information required pursuant to the Compliance Plan or the Compliance Program or for security and surveillance purposes, will be conducted by the Compliance Department under the direction of the Compliance Officer.