

The Board of Directors

Each shareholder may appoint three representatives with voting privileges to the Board of Directors. An independent non-voting chair, appointed by the Board, oversees the Board's meetings. Together, they determine our strategic direction and corporate policies, guide business operations, and approve the annual business plan, operating and capital budgets. Assisted by the Audit Committee, the Board also monitors Atlantic Lottery's internal controls and financial systems.

Governance at Atlantic Lottery is determined by the Unanimous Shareholder Agreement between the four Atlantic Provinces, the Atlantic Lottery Articles of Incorporation and Bylaws, and the Canadian Business Corporation Act.

Overall duties and responsibilities of the Board include:

Strategic Planning & Budgeting

- review and approve, on at least an annual basis, Atlantic Lottery's strategy and business plans;
- approve Atlantic Lottery's annual operating and capital budgets; and,
- monitor the performance results of the corporation including Management's implementation of the strategy and business plan.

Financial Matters & Internal Controls

- oversee (with the assistance of the Audit Committee) the management of the quality and integrity of Atlantic Lottery's accounting and financial reporting systems, disclosure controls and procedures, internal controls and management of information systems; and,
- review recommendations from the Audit Committee on the appointment of the annual independent auditor for Atlantic Lottery and submit the recommendation to the Shareholders for approval.

Human Resources

- oversee (with the assistance of the People & Culture Committee) Atlantic Lottery's approach to human resource management, including Atlantic Lottery's overall compensation policies and succession plans;
- approve the President & CEO's compensation; and,
- review compensation plans for Senior Management to ensure Atlantic Lottery can attract and retain qualified management.

Risk Management

- ensure Management has a process in place to identify and assess the principal risks to the business and to ensure the appropriate systems, tactics, and plans are implemented to effectively manage those risks.

President & CEO Evaluation

- select, appoint and on a regular basis assess the performance of the President & CEO; and,
- develop and update the CEO job description and specific performance deliverables.

Independent Chair Evaluation

- The Board has the responsibility to assess the performance of the Board Chair.

Corporate Governance

Monitor and oversee (with the assistance of the Governance Committee) the effectiveness of Atlantic Lottery's governance practices and ethical standards, including:

- the establishment of a corporate governance manual; and,
- the establishment of corporate ethical practices and standards, including a Code of conduct, Anti-Fraud policy, Conflict of Interest Policy & processes for employees to elevate ethical concerns & issues.

Social Responsibility

- ensure that social responsibility practices are in place that are effective and that support Atlantic Lottery's overall strategy and goals.

Board Performance Assessment

- ensure a process is in place to annually assess the effectiveness of the Board, the Board Committees, Board and Committee Chairs and Individual Directors and to address performance matters; and,
- ensure that formal and informal training opportunities related to Board skills and competencies are made available to Individual Directors as required.

Government & Stakeholder Communication

- ensure that Atlantic Lottery has a plan/policy in place to enable Management and the Board to communicate effectively with the government, stakeholders and the public in general;
- ensure the financial performance of the Corporation is adequately and promptly reported to the government and public; and,
- report to the Shareholders on the performance of the company for the previous year.