

**CASINO GAMING COMMISSION**  
**CHARTER & TERMS OF REFERENCE FOR THE BOARD OF**  
**COMMISSIONERS**

**INTRODUCTION**

The Casino Gaming Act was enacted in 2010 to regulate and control casino gaming in Jamaica. The decision to regulate gaming in any jurisdiction is generally informed by the following beliefs:

- gaming can be a tool to increase tourism in a jurisdiction,
- gaming can increase investment in a community,
- gaming can have a positive influence on employment in a jurisdiction,
- gaming can increase the availability of tax revenues to a jurisdiction,
- gaming attracts bad actors, so the government must regulate the entry of participants,
- the cash nature of gaming presents substantial opportunities for leakage, theft, money laundering, terrorist financing and proliferation financing and so gaming operations need strong regulatory controls,
- games can be manipulated, so the government must provide consumer protections to prevent such manipulation, and
- gaming can become a destructive influence in some people's lives, so the government must encourage responsible gaming

and establish partnerships to protect the vulnerable, including children, from any harm or exploitation arising from gaming<sup>1</sup>.

These beliefs are echoed in the objects of the Casino Gaming Act and the functions of the Casino Gaming Commission. It is therefore important that the Casino Gaming Commission (Commission) is supervised by a diverse, experienced, skilled, and dynamic Board of Commissioners to ensure that the objects of the Casino Gaming Act are achieved and that Jamaica distinguishes itself as an international competitor in the Casino Gaming Industry.

The **Corporate Governance Framework for Public Bodies in Jamaica (Revised October, 2012)** (the Corporate Governance Framework) recommends that Boards of public bodies have a Charter which defines the roles and responsibilities of the Board including its responsibilities for corporate governance and its code of ethics.

This Charter and Terms of Reference for the Board of Commissioners, therefore, is meant to assist the Board of Commissioners of the Commission to discharge their functions under the Casino Gaming Act and their corporate governance responsibilities.

### **MANDATE OF THE BOARD OF COMMISSIONERS**

The Board of Commissioners of the Casino Gaming Act are appointed by the Honourable Minister of Finance and the Public Service to supervise the affairs of the Commission, to enhance its effectiveness and efficiency consistent with Government Policy as well as the

---

<sup>1</sup> Anthony Cabot and Ngai Pindell, *Regulating Land-Based Casinos - Policies, Procedures and Economics*, pages 118-119, UNLV Gaming Press (2014).

legislative and administrative regulatory framework for the management and accountability of public bodies. The Board's role in the oversight of the Commission requires the Board of Commissioners to consider the interests of all stakeholders such as the public, actual and potential licensees under the Act and officers and employees of the Commission.

Principle 1 of the Corporate Governance Framework requires the separation of responsibilities between the Board and the Commission. The Board therefore accepts that there should be a clear division between its strategic role and the day-to-day management of the Commission, which is the mandate of the Executives of the Commission who will be accountable for agreed deliverables. Accordingly, the roles of the Chairperson and Chief Executive Officer are separated and clearly defined as follows:

- **The Chairperson is responsible for leading the Board in the development of the policies and strategies of the Commission and creating the conditions for overall Board and individual Commissioner's effectiveness.**
- **The Chief Executive Officer is responsible for the day-to-day operations of the Commission.**

The Board also accepts its responsibilities in relation to strategy and management, structure and capital, financial reporting, internal controls, major contracts, communication, delegation of authority,

corporate governance, policies and such other matters as are important for the Board's attention.

## **BOARD OPERATING PROCEDURES**

1. The Board must establish and record procedures for the conduct of its business, including matters contained in this Charter. Copies of the written procedures must be given to each Commissioner and compliance monitored by a Committee of the Board such as the Audit & Risk Management Committee. Any breach of the written procedures should be reported directly to the Board.
2. Each Commissioner must be given sufficient information to enable him or her to perform statutory and other assigned duties, responsibilities, and obligations, on appointment and throughout his or her tenure.
3. Generally:
  - The Chairman of the Board of Commissioners receives documents and/or information prior to Board meetings and consults with the Corporate Secretary and Chief Executive Officer, prior to wider circulation to the Board.
  - Where the Chairman approves the circulation of the documents and/or information to the wider Board, each

Commissioner must be sent the same information at the same time, and

- each Commissioner should be given sufficient time to consider the information prior to taking any decision in reliance thereon.

4. Matters for the agenda of Board meetings are within the remit of the Chairman in consultation with the Commission's Corporate Secretary. Any item(s) which any Commissioner or member of the Executive wish to be included, should be communicated to the Chairman or the Corporate Secretary for discussion with the Chairman. Notwithstanding the absence from the formal agenda, the Chairman should permit any Commissioner or the Corporate Secretary to raise at Board meetings any matter concerning the Commission's compliance with this Charter, its constitution, any other legal or regulatory or government-related requirement, or any matter affecting the Commission.

5. The Corporate Secretary is accountable to the Chairman for the due administration of Board and Board Committee meetings. Accordingly, the Corporate Secretary is required to be present at (or represented at) meetings and prepare (or arrange for the preparation of) minutes of the proceedings of all such meetings.

6. The minutes of the meetings of the Board and Board Committees should record the decisions taken and provide sufficient background information giving rise to those decisions. All papers presented at the meeting should be clearly identified in the minutes and retained for reference. The procedures for the approval and circulation of the minutes should be adhered to.
7. Where the Commission's constitution allows the Board to delegate any of its powers to a committee, the Board should give its prior approval to:
  - The membership and quorum of any such committee;
  - The terms of reference of such committee;
  - The extent of the power to be delegated to such committee.
8. The minutes of all committee meetings (or a written summary thereof) should be circulated to the Board prior to its next meeting and the opportunity should be given at that meeting for any member of the Board to ask questions thereon.

## **BOARD MEETINGS**

1. The Board will meet on the third Thursday of every other month in a calendar year or at such other frequency or intervals as the Board may determine by Resolution. Special meetings may be called by the Chairperson and should be called within seven (7)

days of the Chairperson receiving a written requisition from any three (3) Commissioners.

2. The quorum for meetings of the Board shall be one-half plus one, rounded down to the nearest whole number.
3. The Chairperson, in consultation with the Corporate Secretary, shall set the agenda for each Board meeting. Each Board member and the Chief Executive Officer may suggest agenda items to be discussed.
4. Commissioners should receive the agenda and Board papers prior to meetings with sufficient time to review the documents and evaluate the matters to be discussed.
5. Non-Board members may attend Board or Committee meetings or parts thereof at the invitation of the Board or Committee Chairperson and with the agreement of the members in attendance.
6. Members of the Board may attend meetings by teleconference, videoconference or in such other manner as may be agreed by a simple majority of the members thereof, provided that all Committee members involved in the meeting are able to participate.
7. Minutes of the Board meetings should be accurately recorded and contain the decisions reached by the Board. Minutes of

each meeting are to be distributed to the Commissioners and the Chief Executive Officer accompanied by a list of actions to be taken prior to the next meeting.

### **MATTERS RESERVED FOR THE BOARD**

The Board is required by law to manage or oversee the management of the Commission and its affairs. In performing this function, with the assistance of its Committees, the Board will:

#### **Strategy Planning and Major Transactions**

- Oversee the strategic planning process; approve the overall corporate strategy presented by management and monitor its implementation.
- Approve the annual operating and capital expenditure budgets and any material changes thereto.
- Oversee the Commission's operations to ensure prudent management, sound planning, adequate systems of internal controls, adequate accounting and other records, compliance with statutory and regulatory obligations.
- Review the Commission's performance in line with the strategies, objectives, business plans, and budgets; and to ensure that any necessary corrective actions are taken in a timely manner.
- Approve acquisitions, dispositions, and expenditure in keeping with the provisions of Jamaica's procurement laws, policies and guidelines.



## **Structure and Capital**

- Review changes to the Commission's management and control structure.

## **Financial Reporting and Controls**

- Oversee the quality and integrity of the Commission's accounting and financial reporting systems, disclosure and internal controls, and management information systems.
- Monitor operational and financial results monthly.
- Approve the audited accounts.
- Approve any significant changes in the Commission's investment policies or practices, where applicable.

The Board should present a balanced and understandable assessment of the Commission's position and prospects.

## **Internal Controls**

- Identify the principal risks of the Commission's business in collaboration with management.
- Review, approve and monitor the implementation of appropriate systems to manage and reduce the risks identified.
- Ensure maintenance of a sound system of internal control and risk management and review the effectiveness of the Commission's risk and control processes to support its strategy and objectives including undertaking an annual assessment of these processes.

- Approve an appropriate corporate governance statement for inclusion in the annual report.

The Board is responsible for determining the nature and extent of the significant risks it is willing to take in achieving the strategic objectives of the Commission. It should maintain sound risk management and internal control systems.

### **Material Contracts**

- Review major capital projects.
- Review contracts which are material strategically or by reason of size, entered into by the Commission in the ordinary course of business, and the acquisitions or disposals of fixed assets.
- Review contracts that are not in the ordinary course of business, or major acquisitions or disposals.

### **Communication**

- Ensure that the Commission has an effective communications process in place with stakeholders.
- Approve the annual report (including the corporate governance statement).

### **Board Membership and Other Appointments**

- Ensure adequate succession planning for Executive management.
- Appoint or remove the Chief Executive Officer.
- Approve the membership and chairmanship of Board Committees.

- Appoint or remove co-opted members of Committees.
- Appoint or remove the Corporate Secretary.
- Appoint or remove the external auditors on the recommendation of the Audit & Risk Management Committee.

### **Corporate Governance**

- Develop the Commission's approach to corporate governance.
- Formalize corporate governance principles and guidelines for the Commission.
- Undertake a formal, objective, and rigorous annual review of the performance of the Board, its Committees, individual Commissioners, and the Corporate Secretary.
- Consider the balance of interests between stakeholders, employees, suppliers, and the community.

### **Remuneration**

- Determine the remuneration policy for the Chief Executive Officer and other executive officers.

### **Delegation of Authority**

- Ensure the division of responsibilities between the Chairman and the Chief Executive Officer.
- Approve the terms of reference of Board Committees.
- Receive reports from Board Committees on their activities.

- Approve delegation of authority under the Casino Gaming Act and any related legislation.

### **Conflicts of Interests**

- Disclose interest(s) in contracts to be made by the Commission.
- Disclose the nature of such interest at any meeting called to discussion, among other things, the said contracts.
- Refrain from deliberating or participating in any deliberations on the said contracts.
- Identify potential conflict areas and ensure they are appropriately identified and reviewed.
- Adhere to the provisions of any Code of Ethics as applicable to Boards of public bodies.

### **Policies and Procedures**

- Monitor compliance with all significant policies and procedures.
- Review significant corporate policies or material amendments to existing policies.

### **Oversight of Management**

- Outline the responsibilities and duties of the Chief Executive Officer and monitor his or her performance.
- Review the Chief Executive Officer's performance at least annually against agreed objectives.

- Establish a succession plan for the Chief Executive Officer and other executive officers of the Commission including programmes to train and develop management.
- Satisfy itself of the integrity of the Chief Executive Officer and other executive officers and that the management team creates a culture of integrity throughout the Commission.
- Provide advice to the Chief Executive Officer and senior management on critical issues and matters faced by the Commission.

### **Board Affairs**

- Assess on a regular basis the effectiveness of the Board and its Committees in fulfilling their responsibilities under this Charter and Terms of Reference as well as the Terms of Reference of all Committees.
- Ensure new Commissioners are provided with adequate education and orientation as to their role and responsibilities.

### **COMMISSIONERS' RESPONSIBILITIES**

As a member of the Board, each Commissioner is expected to act honestly and in good faith with a view to the best interests of the Commission and to exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances. Each Commissioner is also expected and required to:

- demonstrate high ethical standards and integrity in their personal and professional dealings; and

- maintain confidentiality and be an available resource to management and the Board.

To enhance the effectiveness of the Board and Committee meetings, each Commissioner will:

- a) Maintain an excellent Board and Committee attendance record.
- b) Prepare for meetings in advance by reading the papers provided.
- c) Participate fully and frankly in Board deliberations and discussions
- d) Become knowledgeable about the role and objectives of each Committee.
- e) Participate in orientation and development programmes developed from time to time.
- f) Become generally knowledgeable of the Commission's business and industry, and of the regulatory, legislative and business environments within which the Commission operates.

## **COMMITTEES**

Areas of the Board's responsibilities may be delegated to Committees. The composition, responsibilities and authority of these Committees will be set out in their terms of reference as approved by the Board from time to time.

## **COMMUNICATION WITH THE BOARD**

Stakeholders and other interested parties may communicate with the Board and individual Commissioners by contacting the Commission’s head office.

**ACCESS TO INDEPENDENT ADVISORS**

The Board may at any time retain independent financial, legal and other advisors at the expense of the Commission..

**6. Review of Terms of Reference**

This Charter will be reviewed by the Board at least on an annual basis to ensure that it remains consistent with and relevant to the Committee’s authority, objectives and responsibilities. Any recommended changes to the Charter must be approved by the Board.

**Version Control Page**

Title:	Board Charter & Terms of Reference
Description:	Board Charter
Reviewed by:	Board of Commissioners, CGC
Approved by:	Board of Commissioners, CGC
Date approved:	January 12, 2023
Maintained by:	Corporate Secretary

Version Number	Modified By	Modification Date	Status
----------------	-------------	-------------------	--------

0-1	André Bascoe	January 12, 2023	Approved
0-2	Anna Harry	November 23, 2023	Updated