

Board Meeting Minutes

Date	June 16-17, 2021	Session type	Closed
Chair	Mel Cappe	Recording secretary	Ashley Haugh
Attendees	<p>Board: Bob Adkins; Kelly Butt; Craig Knight; David Lehberg; Anne McFarlane; Lorraine Muskwa; Dr. Brian Postl, Dunbar Russel; Dr. Jeff Scott; Judy Steele; Glenda Yeates; Victor Young</p> <p>Executive Management Team: Dr. Graham Sher (Chief Executive Officer); Jean-Paul Bédard (Vice-President, Plasma Operations), Judie Leach Bennett (Vice-President, General Counsel and Chief Risk Officer); Dr. Christian Choquet (Vice-President, Quality and Regulatory Affairs); Dr. Isra Levy (Vice President, Medical Affairs and Innovation); Ralph Michaelis (Chief Information Officer); Andrew Pateman (Vice-President, People, Culture and Performance); Dr. Chantale Pambrun (Co-Acting Vice-President, Medical Affairs and Innovation); Dr. Tanya Petraszko (Co-Acting Vice-President, Medical Affairs and Innovation); Pauline Port (Chief Financial Officer and Vice-President, Corporate Services) Rick Prinzen (Chief Supply Chain Officer and Vice-President, Donor Relations); Ron Vezina (Vice-President, Public Affairs)</p>		
Guests	Cheryl Doncaster, Kristina Ireland, Andrew Little, Lindy McIntyre, Lise Simpson		

Regrets

1. Call to order (M. Cappe)

M. Cappe, Chair, called the meeting to order.

2. Approval of agenda (M. Cappe)

After review, **ON MOTION** duly made and seconded, the agenda for the meeting was approved.

3. Declaration of conflict of interest (M. Cappe)

There were no conflicts of interest declared.

4. Chair's report

M. Cappe, board chair, provided the following update:

- Many members of the board have received emails regarding diversity, equity and inclusion (more specifically anti-black homophobia) at Canadian Blood Services. All the emails are being collected and responses will be provided to all individuals.
- The recruitment process for new board members continues and the Director Search Advisory Committee has reviewed a long list of candidates.

5. Consent agenda (M. Cappe)

After review, **ON MOTION** duly made and seconded, the consent agenda was approved.

5.1 Approval of the minutes

IT WAS RESOLVED THAT the board approves the minutes of the March 3-4, 2021 closed

5.2 Operations and strategy performance report

The board received the quarterly operations and strategy performance reports. For operations, the report provides a summary of performance in fresh blood products; plasma protein and related products (PPRP); stem cells; and organ and tissue donation and transplantation. For strategy, the report provides a summary of performance across the five key focus areas of the strategic plan.

5.3 Enterprise risk management

The board received the quarterly corporate risk report. The quarterly report provides a summary of the status of the key risks to the organization's strategic and business objectives.

In addition to the written report, the board also discussed the following items from the enterprise risk management report:

- The Talent Management committee continues to receive regular updates on risks related to people and organizational capabilities including recruitment, employee wellness, etc.

5.4 Quarterly cybersecurity report

The board received the quarterly cybersecurity report, highlighting the key initiatives and outcomes to advance and mature the posture of cybersecurity at Canadian Blood Services.

In addition to the written report, the board also discussed the following items from the quarterly cybersecurity report:

- Management continually monitors and assesses cybersecurity risks and has a number of risk mitigation strategies that include surveillance, educating employees, resilience, etc.

5.5 Financial scorecard

The board received an overview of the organization's financial position and statement of operations.

5.6 2021-2022 budget update

The board received a reconciliation of the 2021–2024 Corporate Plan and the 2021–2022 budget as approved by the members (health ministers).

6. Committee reports

6.1 Finance and Audit (J. Steele)

J. Steele, Chair of the Finance and Audit committee, provided an update on committee activities, including that the committee:

- Received the 2020-2021 external audit, with a clean audit opinion.
- Reviewed the Financial Statements for the year-ended March 31, 2021 and recommends approval at the open board meeting.
- Reviewed the 2021-2022 budget.
- Updated the committee terms of reference.
- Received an update on CBSI/E account standards.
- Approved updates to the Purchasing policy (POL036).
- Approved the 2020-2021 external audit plan.
- Reviewed the internal audit report, including status of outstanding items and open audit issues.
- Reviewed the pension summary report.
- Reviewed Internal Controls over Financial Management.
- Received an education session on COSO Internal Control Framework.
- Confirmed compliance with the committee terms of reference and that the committee has fulfilled its responsibilities under the terms of reference.
- Reviewed the committee risk report.

6.2 Safety, Research, and Ethics (A. McFarlane)

A. McFarlane, Chair of the Safety, Research, and Ethics committee, provided an update on committee activities, including that the committee:

- Reviewed the 2020 Surveillance report.

- Received an update on work being done in utilization management in the plasma protein and related products formulary.
- Received an update on bioethics activities at Canadian Blood Services.
- Received quarterly reports regarding donor relations and supply chain; safety initiatives; quality and compliance; and Link: strengthening our quality management system and culture.
- Received the Research Ethics Board annual report.
- Reviewed the committee risk report.
- Reviewed nominations for the Canadian Blood Services Lifetime Achievement Award.

*After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the board approve Drs. Gilles Delage, Heather Hume and Mel Krajden as joint awardees of the 2021 Canadian Blood Services Lifetime Achievement Award.*

6.3. Talent Management (C. Knight)

C. Knight, Chair of the Talent Management committee, provided an update on committee activities, including that the committee:

- Reviewed the executive performance and compensation framework.
- Received a COVID-19 update on employee wellness and resilience.
- Received a progress report on the Diversity, Equity and Inclusion (DEI).
- Received an update on Occupational Health and Safety.
- Discussed executive management team succession planning.
- Reviewed the committee risk report.
- Met with the CEO for his quarterly performance update.

6.4. Governance (K. Butt)

K. Butt, Chair of the Governance committee, provided an update on committee activities, including that the committee:

- Discussed stakeholder engagement at Canadian Blood Services.



- Reviewed and recommended approval of a board DEI policy that affirms Canadian Blood Services' commitment to DEI.
- Reviewed and recommended approval of participation in the federal government's 50-30 Challenge of 50% gender parity and 30% representation of under-represented groups recognizing that the decision-making regarding director election ultimately rests with the Members.
- Received an overview of a proposed official engagement strategy.
- Discussed and recommended a test and learn approach be taken to determine the optimal post pandemic board and committee meeting structure recognizing that the timing of meetings, virtual vs, in-person format, etc. can be an important element in attracting a broad range of candidates for board recruitment.
- Reviewed feedback from the 2021 virtual board retreat. Output from the plasma protein and related products (PPRP) session will be used as input for future board discussion.
- Received an update on director recruitment, nomination and election activity.
- Approved updates to the Conflict of Interest and Confidentiality policies.
- Reviewed the committee risk report.

*After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the board approves the diversity, equity and inclusion policy as presented.*

*After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the board supports aiming for the goals of the 50-30 Challenge, recognizing the that the decision-making ultimately rests with the Members.*

6.5. National Liaison (B. Adkins, D. Lehberg)

B. Adkins and D. Lehberg, NLC Co-Chairs, provided an update on recent activities:

- The NLC hasn't met since the last board meeting.

6.6. Canadian Blood Services Insurance Company Ltd (CBSI) and Canadian Blood Services Captive Insurance Company Ltd (CBSE) (G. Yeates)

G. Yeates, Chair of CBSI/CBSE, provided an update on recent activities:

CBSI

- Received the 2021 year-end audit, noting no items of concern. The board approved the Audited Financial Statements for March 31, 2021.
- Approved the 2022-2023 Corporate Plan and Budget.
- Reviewed the investment portfolio and performance.
- Confirmed renewal of all insurance policies effective March 31, 2021.
- Approved the primary policy replenishment.
- Received an update on claims activity.
- Received an update on the progress of both phases of the captive review.
- Received an update on status of captives accounting standards.
- Received an education session on the cybersecurity strategy of Canadian Blood Services.

CBSE

- Received regular business reports, including financial statements, investment reports, and the regulatory compliance checklist.
- Received the 2021 year-end audit, noting no items of concern. The board approved the March 31, 2021 Audited Financial Statements.
- Approved the Captive Renewal Application and the 2022-2025 Corporate Plan and Budget.
- Received an update on status of captives accounting standards.

7. Pathogen Inactivation Technology update (C. Pambrun, L. McIntyre, A. Little)

The board received an update on Canadian Blood Services' approach to the adoption of pathogen reduction to safeguard platelets and plasma as well as a view into the horizon for red cells and whole blood pathogen inactivation technologies (PIT) including an overview of:

- Value of pathogen inactivation and international landscape
- PIT status in Canada
- Impact on plasma sufficiency journey
- PIT roadmap

Discussion included:

- The pandemic has validated the organization pathogen inactivation pathway. While COVID-19 is not bloodborne, it is essential the organization remain vigilant for any emerging pathogens.
- With technology already available for pathogen-reduced platelets and plasma, planning has already begun for implementation. Canadian Blood Services is committed to working with industry to advance whole blood and red cell pathogen reduction solutions.
- The first phase of pathogen reduced platelets implementation will be in fall 2021 and provide the organization with the necessary data (e.g., demand, costs, etc.) for the full national implementation. There will be ongoing dialogue with clinicians during the implementation.
- A business case is being developed for pathogen-reduced plasma which will include a financial analysis, impact on the business, expected timelines, etc.
- As there is currently no approved pathogen inactivation technology for whole blood and red cells, all current donor testing for known blood borne infections remains in place to ensure the safety of the blood supply.

8. COVID-19 (J. Leach Bennett, S. Drews, C. Doncaster, L. Simpson)

The board received an update on key COVID-19 related business activities, including an overview of:

- Stability of operations
- Employee wellness

- Employee safety – rapid screening program
- Vaccine access, promotion, and education
- Supporting the broader health system COVID-19 response
- Looking ahead
- COVID-19 epidemiology and the merging landscape
 - Disease trajectories and vaccine uptake
 - Variants
 - Respiratory pathogens and fall/winter 2021-2022 patterns / possible surges
 - Surveillance and preparedness

Discussion included:

- Despite the pressures of the pandemic, the organization has remained stable and in a state of control. This includes inventory; projected demand; employee health and safety; mental wellness; critical supplies; quality metrics and reviews; engaged and committed donors; etc.
- While wave three appears to be coming to an end, the organization will continue to be vigilant and can't be complacent.
- Management will continue with increased demand intelligence to ensure products are available when needed.
- Management continues to closely monitor the wellness of employees and the organization continues to offer enhanced support such as drop-in counselling, COVID sick leave, etc.

9. Plan Ahead (A. Pateman, K. Ireland)

The board received an update on the approach and plan to address long-term changes emerging from the COVID-19 pandemic. Discussion included:

- Management has undergone an extensive process to understand the current environment and assess the impact of COVID-19 on the organization's long-term strategy.



- As was reported at the December 2020 board, the key focus areas (KFAs) in the *Keeping the Promise* Strategic Plan remain valid, but initiatives / goals / projects under each KFA may require updating.
- Through a series of workshops, management examined how the organization could develop greater agility, resilience and the ability to detect and respond to changes in the environment across three topic areas:
 - Automation and digital transformation
 - Future of work
 - Products and services.

From this work, projects have been identified to move the organization forward in a post COVID environment.

- Internal and external resources are being used to move these projects forward while ensuring employees are well positioned to continue the work once the third-party work is complete.
- The board will continue to be updated on Plan Ahead activities and implementation.

ON MOTION duly made and seconded, it was agreed to adjourn the meeting.

The meeting adjourned at 4:15 p.m. ET on June 17, 2021.

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