

Board Meeting Minutes

Date	Sept. 20-21, 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); 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	Catherine Butler, Cheryl Doncaster, Andrew Little, Steve McCarty, Lindy McIntyre, Lise Simpson, Consultant: Noelle Richardson		
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:

- The recommendations for board directors have gone from the Director Selection Advisory Committee to the Members' Nominating Committee for discussion and approval at the October 2021 Annual General Meeting.

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 June 16-17, 2021 closed meeting.

5.2 Approval of the minutes

IT WAS RESOLVED THAT the board approves the minutes of the June 18, 2021 open meeting.

5.3 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.

In addition to the written report, the board also discussed the following items from the operations and strategy performance report:

- During the pandemic, there has not been the previously projected growth trajectory for immunoglobulin. Management is seeking to understand if these changes are related to the pandemic, a change in prescribing practices / utilization or a combination of reasons.
- Management is working with the provinces and territories (PTs) and hospital blood banks / clinicians to determine the expected demand increase for blood products as hospitals increase surgeries to catch-up on the backlog due to COVID cancellations. It is expected demand may be volatile for many years to come and vary depending on the new waves of the pandemic in each jurisdiction.
- The new donor retention target will be included in the December 2021 report. Donor retention has improved year over year in large part due to the ongoing improvements to the donor experience such as active engagement from team members, surveys, timely responses to donor concerns, etc.

5.4 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.

5.5 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 enhances risk mitigation strategies as necessary.
- Any major cybersecurity incidents are reported to the Canadian Centre for Cyber Security.

5.6 Financial scorecard

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

5.7 Contingency funding policy

IT WAS RESOLVED THAT the Board approves the revised contingency funding policy as presented.

5.8 National Facilities Redevelopment Program (NFRP) report

The board received an information update on the status of the National Facilities Redevelopment Program.

5.9 CBSI/E shareholder representative

IT WAS RESOLVED THAT the Board approves:

- 1. The CEO of Canadian Blood Services is hereby authorized and empowered to act on behalf of the shareholder, Canadian Blood Services, at the Annual General Meetings of CBS Insurance Company Limited (CBSI) for the purposes of the CBSI Annual General Meeting, including the election of directors, and to deal with other matters as such may arise.*
- 2. The CEO of Canadian Blood Services is hereby authorized and empowered to act on behalf of the shareholder, Canadian Blood Services, at the Annual General Meetings of Canadian Blood Services Captive Insurance Company Limited (CBSE) for the purposes of the CBSE Annual General Meeting, including the election of directors and to deal with other matters as such may arise.*
- 3. This proxy designation shall apply to the current year and future fiscal years, until such time as it is revoked by a Canadian Blood Services board resolution.*

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 an overview of the captive and commercial insurance program.

- Reviewed the financial results for the three months ended June 30, 2021 and a forecast for the remainder of the 2021–2022 fiscal year.
- Received an update on CBSI/E account standards.
- Discussed environmental, social, and governance (ESG) investing and corporate social responsibility.
- Reviewed the internal audit plan.
- Reviewed the evaluation results of the external auditors.
- Reviewed and updated the following policies: external auditor service pre-approval; new bank account and signatory; investment; foreign exchange; net asset.
- 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 and approved changes to the Research Ethics Board manual.
- Received a presentation on the proposed new gender-neutral risk-based sexual behaviour criteria for all types of blood and plasma donations.
- Received the Annual Progress Report of the Centre for Innovation.
- Received quarterly reports regarding supply chain and donor relations; safety initiatives; quality and compliance; and Link: strengthening our quality management system and culture.
- Approved amendments to the committee terms of reference.
- Reviewed the committee risk report.

6.3 Talent Management (C. Knight)

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

- Received a COVID-19 update related to the organization's response to employee health, wellness and resilience.



- Received an update on employee mental health and well being strategy.
- Received an update on future proofing IT talent at Canadian Blood Services.
- Received an update on the diversity, equity and inclusion program.
- Approved amendments to the committee terms of reference.
- Reviewed the committee risk report.
- Met with the CEO for his quarterly performance update.

Discussion included:

- The committee will continue to be updated on recruitment of positions that have become more difficult during the pandemic – e.g., nurses.

6.4 Governance (K. Butt)

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

- Discussed plans to modernize stakeholder engagement at Canadian Blood Services which includes the sunsetting of the National Liaison Committee and the introduction of a program of expanded stakeholder advisory committees.
- Endorsed a proposal to retain consulting expertise to conduct a board compensation survey.
- Reviewed plans for the April 2022 board retreat.
- Reviewed and updated the following policies: safe reporting; code of conduct; board education.
- Reviewed and recommended changes to the terms of reference for the board and committees.
- Received an update on director recruitment, nomination and election activity.
- Discussed the format of the December 2022 board meeting and post-board meeting satisfaction surveys.
- Reviewed the committee risk report.

After review and discussion, **ON A MOTION** duly made, seconded and carried, **IT WAS RESOLVED THAT** the board approves amendments to the following terms of reference: Board of Directors (structure and operation, p. 4 -5), Finance and Audit Committee terms of reference (2.2, 4.3, 4.4(g), App.A 6.2, App A 6.3, reposition 4.23-4.303.1), Governance Committee (minor edits); Safety Research and Ethics Committee (minor edits); Talent Management Committee (minor edits).

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.
- The co-chairs will be closely monitoring stakeholder reactions the expanded stakeholder advisory committees.

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

- For the period ending June 30, 2021, the portfolio returns were above the benchmark target.
- CBSI continues to be in a position to fully fund the extent of its insurance limits.
- All statutory requirements of the Bermuda Monetary Authority are in good standing.
- Endorsed the comprehensive blood risks liability insurance policy.
- There were no new claims during the quarter and claims expenses are minor.
- Approved amendments to three insurance policies.
- Received an update on the captive review project.
- Provided with an education session on pathogen inactivation technology

7. Diversity, equity and inclusion (A. Pateman, N. Richardson)

7.1 Diversity, equity and inclusion program update

The board received an overview of the scope of the organization's diversity, equity and inclusion (DEI) program; including the nine different projects included in the program to date.

7.2 Diversity, equity and inclusion discussion / education

The board participated in a discussion and education session on DEI at Canadian Blood Services to:

- Understand the historical context driving organizational change practices today.
- Discuss the role of the board in driving equitable practice.
- Provide simple but practical tools (behavioural and systemic) to aid movement toward change.

The board and management continue to be committed to the DEI program at Canadian Blood Services and ensuring DEI is embedded into organizational policies, practices, and culture.

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

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

- Stability of operations
- COVID-19 vaccination policy – Canadian Blood Services, other organizations, Alliance of Blood Operators

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.
- There continues to be ongoing monitoring and surveillance; the organization will continue to be vigilant.



- The vast majority of Canadian Blood Services employees who have reported their vaccination status to date are fully vaccinated. Work is ongoing to have all employees attest their vaccination status; education and support is being provided to those who need further information on the vaccines. Volunteers are also included in this process. There is an adjudication process for those who have submitted medical or human rights exemptions regarding the vaccine. There are also teams looking at any potential business continuity concerns once the policy is fully implemented.
- From the beginning of the vaccination process in Canada, management has highlighted the need for employees to be respectful and keep the organization's values in mind when having discussions regarding vaccines. This has been reiterated with the rollout of the fully vaccinated workforce policy.
- Donors are not currently included in the policy; however, work is underway to examine this possibility. Donor surveys as well as seroprevalence data indicate that over 90% of donors are vaccinated.

9. Organ and tissue donation and transplantation program update (I. Levy, C. Butler, L. McIntyre)

The board received an update on the organ and tissue donation and transplantation (OTDT) program, including an overview of:

- Canadian Blood Services' role in organ donation and transplantation (ODT)
- OTDT's leadership role – COVID19
- OTDT priorities – strategic themes; key priorities
- Organ Donation and Transplantation Collaborative (ODTC / the Collaborative) – overview; priorities; structure; critical projects
- 2020 ODT system performance highlights – COVID-19; interprovincial programs; living and deceased donor rates

Discussion included:

- With federal (Health Canada) funding being provided to CIHI and Canada Health Infoway there will be expanded pan-Canadian ODT data and performance reporting – this will benefit the system.



- Within the Collaborative, Canadian Blood Services and other stakeholders are working on priority areas such as governance, optimizing organ sharing, data and performance reporting, etc.
- The Canadian Transplant Registry (CTR) is a critical component of optimizing organ sharing in Canada.
- The COVID-19 pandemic has put pressure on the donation and transplantation community with delayed surgeries.

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

The meeting adjourned at 5:15 p.m. ET on Sept. 21, 2021.

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