

Board Meeting Minutes

Date	March 3 - 4, 2022	Session type	Closed
Chair	Dr. Brian Postl	Recording secretary	Ashley Haugh
Attendees	<p>Board: Bob Adkins; Kelly Butt; Bobby Kwon; David Lehberg; Anne McFarlane; David Morhart; Lorraine Muskwa; Dr. Jeff Scott; Glenda Yeates; Victor Young; Donnie Wing</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); Dr. Yasmin Razack (Chief Diversity Officer)</p>		
Guests			
Regrets	Judy Steele		

1. Call to order and land acknowledgement (B. Postl)

B. Postl, Chair, called the meeting to order.

It was acknowledged that the land that B. Postl was located on is the original lands of Anishinaabeg, Cree, Oji-Cree, Dakota, and Dene peoples, and on the homeland of the Métis Nation.

2. Approval of agenda (B. Postl)

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

3. Declaration of conflict of interest (B. Postl)

There were no conflicts of interest declared.

4. Patient story (G. Sher)

A short video of James Pelozza's diagnosis with Guillain-Barré syndrome and the lifesaving plasma treatment he received was shared.

5. Consent agenda (B. Postl)

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 Dec. 2, 2021 closed meeting.

5.2 Approval of the minutes

IT WAS RESOLVED THAT the board approves the minutes of the Dec. 3, 2021 open meeting.

5.3 Director, officer and specific appointments

WHEREAS the Members elected a board chair, appointed three directors, and re-appointed four directors at Canadian Blood Services' Annual General Meeting held on October 25, 2021, and formally closed the director nomination process for 2021;

THEREFORE, IT WAS RESOLVED THAT:

The directors of the corporation are confirmed as follows, with the Board Chair and the Vice-Chair also serving as officers of the corporation:

1. Dr. Brian Postl (Board Chair)

2. *Glenda Yeates (Vice-Chair)*
3. *Robert (Bob) Adkins*
4. *Catherine (Kelly) Butt*
5. *Bobby Kwon*
6. *David Lehberg*
7. *Anne McFarlane*
8. *David Morhart*
9. *Lorraine Muskwa*
10. *Dr. Jeffrey Scott*
11. *Judy Steele*
12. *Donnie Wing*
13. *Victor (Vic) Young*

Officer appointments

WHEREAS there were changes to the executive management team of Canadian Blood Services in 2021-2022

THEREFORE, IT WAS RESOLVED THAT:

In addition to the Board Chair and the Vice-Chair, the officers of the corporation are confirmed as:

1. *Dr. Graham Sher, Chief Executive Officer*
2. *Judie Leach Bennett, Vice-President, General Counsel & Chief Risk Officer (Secretary of the corporation)*
3. *Jean-Paul Bédard, Vice-President, Plasma Operations*
4. *Dr. Christian Choquet, Vice-President, Quality and Regulatory Affairs*
5. *Dr. Isra Levy, Vice President, Medical Affairs and Innovation*
6. *Ralph Michaelis, Chief Information Officer*
7. *Andrew Pateman, Vice-President, People, Culture and Performance*
8. *Pauline Port, Chief Financial Officer and Vice-President, Corporate Services*

9. *Rick Prinzen, Chief Supply Chain Officer and Vice-President, Donor Relations*

10. *Ron Vezina, Vice-President, Public Affairs*

11. *Dr. Yasmin Razack, Chief Diversity Officer*

5.4 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.

5.5 Enterprise risk management

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

5.6 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.

5.7 Financial scorecard

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

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 Corporate social responsibility

The board received an update on the approach to corporate social responsibility at Canadian Blood Services.

6. COVID-19 response (J. Leach Bennett, I. Levy)

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

- State of operations
- New safety measures
- COVID-19 vaccination policy
- Looking ahead

Discussion included:

- The board thanked the COVID-19 team and all employees for their ongoing work, over a long period of time, to maintain operations and ensure Canadian patients continue to receive the lifesaving products they need.
- Management continues to monitor the COVID-19 epidemiology in the community and case counts within the organization.

7. Committee reports

7.1 Finance and Audit (D. Lehberg)

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

- Reviewed the financial results for the nine months ended Dec. 31, 2021 and a forecast for the remainder of the 2021–2022 fiscal year.
- Approved the amended DC Pension Plan Advisory Committee (DC PAC) Terms of Reference and Executive Pension Plan Advisory Committee (Exec PAC) Terms of Reference.
- Recommended to the Governance committee changes to the Finance and Audit committee terms of reference.
- Reviewed the internal audit report.

- Received and approved the external audit planning report.
- Approved additional services to inform the development of the facility asset strategy.
- Received an education session / orientation for new members providing an overview of funding, governance and key financial matters.
- Reviewed the committee risk report.

7.1.1 Use of 2021–2022 Surplus

After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the Board approves the use of the 2021-2022 surplus to fund incremental 2022-2023 Plasma Protein and Related Products costs.

7.2 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:

- Conducted an orientation session for new members.
- Received an update on the rollout of pathogen reduced platelets in Ottawa. An additional update will be provided to the board in fall 2022.
- Received update on new donor recruitment, the sexual behaviour-based screening submission to Health Canada; emicizumab / Hemlibra utilization; Corrective Actions – preventative Action (CAPA) improvements.
- Management reported that despite many challenges during the quarter – BC flood, storms in eastern Canada, protests in Ottawa and other areas of the country, etc. supply across all business lines remain stable.
- Received quarterly reports regarding supply chain and donor relations; safety initiatives; quality and compliance; and Link: strengthening our quality management system and culture.
- Reviewed the committee risk report.

7.3 Talent Management (J. Scott)

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

- Received an update on the organization employee survey results which were generally positive.
- Received a COVID-19 update related to the organization's response to employee health, wellness and resilience.
- Received quarterly reports on occupational health and safety; and labour relations.
- Reviewed the committee risk report.
- Conducted regular review of policies delegated to TMC.
- Approved the CEO's performance goals for 2022-2023.

7.4 Governance (K. Butt)

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

- Reviewed a benchmarking report on board compensation. The report concluded that the Canadian Blood Services' program is competitive and aligned with the total remuneration offered by pan-Canadian and not-for-profit organizations, but there is an opportunity to simplify the program.
- Reconsidered priority skills and attributes for incoming directors as input into year two of the director recruitment cycle.
- Received the Public Affairs report.
- Finalized planning for the board retreat.
- Reviewed the committee risk report.

7.5 Consumer representatives (B. Adkins, D. Lehberg)

B. Adkins and D. Lehberg, consumer representatives, provided an update on recent stakeholder activities:

- Patient Engagement Forum.



- Risk-based decision-making engagement on plasma collection.
- Ongoing engagement on sexual behaviour-based screening submission.
- Listening to Sickle Cell stakeholder concerns.

7.6 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 regular business reports, including financial statements and investment reports. Key CBSI performance metrics were reviewed and there were no areas of concern noted.
- Received an update on the captive review project.

CBSE

- Received the shareholder resolution changing the number of directors from five to four. This number can be increased at any point.
- Received regular business reports, including financial statements and investment reports, and annual premium analysis.
- Received the audit plan.

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

The meeting adjourned at 2 p.m. ET on March 4, 2022.

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