

Board Meeting Minutes

Date and time	March 5, 2020 8:30 a.m. – 4:30 p.m.	Session type	Closed
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Chair	Mel Cappe	Recording secretary	Ashley Haugh
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Attendees

Board: Bob Adkins; Kelly Butt; Craig Knight; David Lehberg; Anne McFarlane; Lorraine Muskwa; Dunbar Russel; Dr. Jeff Scott; Judy Steele; Glenda Yeates; Victor Young

Executive Management Team: Dr. Graham Sher (Chief Executive Officer); Jean-Paul Bédard (Vice-President, Plasma Operations), Judie Leach Bennett (Vice-President, General Counsel and Corporate Secretary); 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)

Guests	Amber Appleby, Cheryl Doncaster, Margaret Miedema, Lise Simpson, Steven Smith
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Regrets	Dr. Brian Postl
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1. Call to order and Chair's opening remarks (M. Cappe)

M. Cappe, Chair, updated the board on meetings and activities:

- G. Sher, CEO, was welcomed back from his leave and P. Port was thanked for her work as Acting CEO.

- Hosted the Mayor of Brampton, Patrick Brown, for a tour of the Brampton production facility.
- There was very positive feedback from board members who attended the Canadian Blood Services Women's Senior Leadership Network dinner. It was also noted that the leaders who attended very much appreciated hearing from the women board members regarding their leadership journeys.

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. Consent agenda (M. Cappe)

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

4.1 Approval of the minutes

IT WAS RESOLVED THAT the board approves the minutes of the Dec. 5, 2020 closed meeting.

4.2 Approval of the minutes

IT WAS RESOLVED THAT the board approves the minutes of the Dec. 6, 2020 open meeting.

4.3 Quarterly cybersecurity report

The board received the 2019-2020 third quarter cybersecurity report, highlighting the key initiatives and outcomes to advance and mature the posture of cybersecurity at Canadian Blood Services.

4.4 Board and committee terms of reference

After review, **ON A MOTION** duly made, seconded and carried, **IT WAS RESOLVED THAT** the following terms of reference be approved by the board, as presented (sections amended noted

in brackets): Finance and Audit Committee (5.7, 5.8), Talent Management Committee (4.0, 13.0), Safety, Research and Ethics Committee (1.0, 12.0), Governance Committee (3.0, 14.0, 19.0), and Board of Directors (9.0).

4.5 National Facilities Redevelopment Program (NFRP) report

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

4.6 Regional Honouring Canada's Lifeline events

The board received information regarding the 2020 regional Honouring Canada's Lifeline events.

5. Patient story

A short video sharing Shak and Gurjit's story of a paired kidney exchange was shared with the board.

6. Operations, Strategy and Risk Reporting (G. Sher, J. Leach Bennet, A. Pateman, L. Simpson)

The board received the quarterly operations, strategy and risk reports.

6.1 Performance reports: Operations and Strategy

The board received the Q3 2019-2020 performance reports for operations and strategy.

The operations report provides an overview of key operational measures in Blood for Life; Plasma for Life; Stem Cells for Life; and Organs & Tissues for Life.

The strategy report provides an overview of progress related to the five key focus areas in the strategic plan:

- Meet changing patient needs by providing lifesaving products and services
- Build and deepen relationships with the donors of the future
- Ensure a secure supply of Canadian plasma for immune globulin
- Create an engaging and empowering employee experience

- Achieve organizational excellence

6.2 Quarterly corporate risk report

The board received the Q3 quarterly corporate risk report which provides an overview of organizational risks and the status of mitigation measures related to all the enterprise risks included in the corporate risk profile.

Discussion regarding the quarterly operations, strategy and risk reports included:

- Work is underway to ensure that Canadian Blood Services has current contact information for stem cell registrants, and that when called, registrants are committed to providing life-saving donations. As part of the registry clean-up, there will also be more frequent contact with registrants.
- The quality management system effectiveness index did not meet all targets; however, the three not met were only slightly below target. Work continues to fully meet all targets.
- Stretch targets for the *Creating an engaging and empowering employee experience* key focus area were set following the 2018 employee survey. Quarterly pulse surveys are being conducted and the Talent Management Committee will monitor the results.
- The hospital physician satisfaction survey results (overall 97% satisfied with the services provided by Canadian Blood Services) took place before the amber alert / supply constraints related to subcutaneous immune globulin (SCIg). This could reduce satisfaction rates in future surveys.
- Technical issues with the Canadian Transplant Registry (CTR) have been resolved and it is expected user satisfaction will increase.

7. Novel Coronavirus - Surveillance and Preparedness (J. Leach Bennett, I. Levy, C. Doncaster, L. Simpson, S. Smith)

The board received an overview of the ongoing surveillance and business continuity response activities which Canadian Blood Services are conducting in response to the emergence of a novel coronavirus (COVID-19). The presentation highlighted:

- COVID-19 pandemic plan – overview
- What is currently known about COVID-19 – etiology; clinical features; transmission; epidemiology; Canadian status
- Donor deferral policies – current deferral policies; risk assessments

- Other considerations – stem cells; solid organ donation and transplantation
- Current state – employee, donor and volunteer safety and availability; supply of products; plans for convalescent plasma collection and use
- Business continuity management and continued preparedness – governance model; communications; working groups

Discussion included:

- Business continuity management mechanisms were activated in January when it became clear that COVID-19 was spreading in Asia and Europe, and in anticipation of the first case being identified in Canada. COVID-19 related responses and activities were contextualized within and based upon rapidly evolving Public Health advice and available scientific information.
- Ensuring the safety of the blood system, products and services, employees, volunteers and donors are top priorities.
- Currently, collections, productions, etc. are operating normally. There is starting to be increasing inquiries from employees, but there has been no increase to absenteeism.
- Inventory levels remain strong; however, demand will be closely monitored, and collections can be ramped up if needed (regionally or across the entire collections network depending on circumstances).
- Management is in contact with the provinces and territories (PTs) to ensure Canadian Blood Services is working in line with local PT responses.
- The inventory level of all critical supplies is being reviewed to ensure continuity of service.
- The board will receive ongoing communication related to COVID-19.

8. Philanthropy at Canadian Blood Services (R. Vezina, M. Miedema)

The board received an overview of philanthropy at Canadian Blood Services and the next major fundraising campaign currently being planned. The presentation highlighted:

- Evolution of philanthropy at Canadian Blood Services
- Connection to the strategic plan
- Innovation fund
- The board's role in fundraising campaigns

- Recruitment strategy and next steps

Discussion included:

- There will be specific projects / research identified as part of the fundraising campaign. However, the team is also looking to nimble and flexible during the campaign.

9. Organ and Tissue Donation and Transplantation (OTDT) - Program update (I. Levy, A. Appleby, L. McIntyre)

The board received a progress update on the OTDT program. The presentation highlighted:

- OTDT background and history – vision and mandate; donation rates; transplant wait lists; Organ and Donation and Transplantation Collaborative
- Program and performance highlights
- Moving the system forward – governance; advancing interprovincial organ sharing; Pan Canadian data strategy
- Ongoing activities of the Organ Donation and Transplantation Collaborative, a partnership of the federal government, PT governments and Canadian Blood Services.
- Next steps

Discussion included:

- There have been improvements in Canada's organ donation and transplantation rates, but there are still opportunities for further improvements.
- There are over 4,300 patients waiting for transplants in Canada. There are also patients who are taken off the wait list as they have become too sick for a transplant.
- Work is being finalized for the interprovincial sharing of hearts.
- The Collaborative has refreshed and strengthened partnerships in the Canadian OTDT community.
- The University of Ottawa is working with the Collaborative to undertake an environmental scan of organ donation governance models and will examine potential models for Canada. The study also includes interviewing PT stakeholders to get their input. The board will be updated on the results of the uOttawa study.

10. Committee reports

10.1 Finance and Audit (J. Steele)

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

- Received an education session on the National Facilities Redevelopment Program IIa.
- Reviewed the Dec. 31, 2019 Financial Report.
- Reviewed the committee risk report.
- The committee approved:
 - KPMG's External Audit Plan
 - Canadian Blood Services Internal Audit Plan
 - Terms of reference for Pension Ad Hoc Advisory Committee
 - Amendments to Executive Pension Funding policies
 - KPMG Advisory work

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

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

- Received a detailed report on the etiology, transmission, and epidemiology of the new COVID-19 disease, and the microbiology of its causative agent, the novel SARS-CoV-2 virus.
- Received reports regarding donor relations and supply chain, safety initiatives and quality and compliance.
- Received a presentation on the Knowledge Mobilization and Strategic Alliance work in progress at the Centre for Innovation.
- Reviewed the committee risk report.

10.3 Talent Management (C. Knight)

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

- Discussed elements for updating the CEO succession plan.
- Reviewed the TMC board evaluation feedback.

- Met with the CEO for his quarterly performance update.
- Reviewed the CEO annual performance review process.
- Received an update on diversity, equity and inclusion work at Canadian Blood Services.
- Reviewed the committee risk report.
- Received updates and reports on occupational health and safety and labour relations.

10.4 Governance (K. Butt)

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

- Approved a revised version of the Enterprise Risk Management policy.
- Confirmed the risks identified in the draft corporate risk profile (CRP) v7 and discussed next steps for completing the CRP.
- Discussed key insights from the board evaluation report.
- Endorsed the agenda for the board retreat.
- Received an update on the collaborative PT – Canadian Blood Services performance review.
- Provided feedback and suggestions to management to help inform the organization's renewed stakeholder engagement strategy.
- Reviewed the board recruitment, nominations, and election process recommendations and framework.

*After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the board approves the Board Recruitment, Nominations, and Elections Process recommendations and framework.*

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

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

- Following the September 2019 NLC meeting, work continues to renew the corporate stakeholder engagement strategy.
- The next meeting of the NLC will take place on May 7.

10.6 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 continues to be in a healthy position and can fully fund the extent of its insurance limits.
 - There have been no substantive claims or payouts.
 - Received a report from the investment advisor on performance of the investment portfolio and performance of the investment managers.
 - Received a market volatility reserve (MVR) analysis.
 - Approved policies related to the management of incident expenses, insurance policy limit reinstatement, process for approval of insurance limits and a premium net asset policy.
- The CBSE board received regular business reports, including financial statements and investment reports. Received an update on the transition to the new investment manager.

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

The meeting adjourned at 4:30 p.m. ET on March 5, 2020.

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