

Board Meeting Minutes

Date	Sept. 23-24, 2020	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 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)</p>		
Guests	Cheryl Doncaster, Kristina Ireland, Lisa Potter, Lise Simpson, Sheila Ward		

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 Canadian Blood Services Annual General Meeting (AGM) of Members will take place on Oct. 28, 2020.
- The annual priorities letter from the Members has been received. The Members highlighted the following work that has been completed or is underway:
 - National Accountability Agreement (completed)
 - Collaborative Performance Review (review completed; the Canadian Blood Services management reply will be table at the AGM)
 - Enhanced focus on donor recruitment and retention efforts (completed; annual reporting to Members will continue)
 - Performance measures (ongoing reporting continues)
 - Review of Canadian Blood Services' board recruitment, nomination and elections process (to be tabled at the AGM)
 - Plasma proof-of-concept collection sites (frequent updates will take place as outlined in the reporting framework)

A reply to the priorities letter will be sent to Members.

- G. Yeates, board vice-chair, and G. Sher, CEO, accompanied Minister Shandro, Alberta Minister of Health, on a tour of the new Calgary operations facility (appropriate COVID protocols were in place).

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 22-23, 2020 closed meeting.*

5.2 Approval of the minutes

IT WAS RESOLVED THAT the board approves the minutes of the June 23, 2020 open meeting.

5.3 Operations and strategy performance report

The board received the quarterly operations and strategy performance reports.

5.4 Quarterly cybersecurity report

The board received the 2020-2021 first quarter cybersecurity report, highlighting the key initiatives and outcomes to advance and mature the posture of cybersecurity at Canadian Blood Services.

5.5 National Facilities Redevelopment Program (NFRP) report

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

5.6 By-law No. 10 revisions

At the Annual General Meeting, a few housekeeping and clarification amendments will be proposed to the Members.

IT WAS RESOLVED THAT the board approves the following By-Law No. 10 amendments:

1. *Deleting reference to section “46” and replacing with section “45” in the definition of Corporate Plan in subsection 1(a).*
2. *Adding to subsection 17(a)(2)(ii) “, Nunavut” after “Manitoba”.*
3. Adding the following after the second sentence of section 39:

“The Directors and/or Officers shall have the power from time to time to appoint employees on behalf of the Corporation to sign specific contracts, documents and instruments in writing or to sign contracts, documents and instruments in writing relating to specified matters, as authorized by the corporate policy of the Corporation.”

*After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the foregoing amendments be brought before the Members at the next Meeting of Members where the Members may confirm, reject or amend the by-law.*

5.7 CBSI/E shareholder representative

IT WAS RESOLVED THAT:

1. *The CEO of Canadian Blood Services, being Graham Sher, is hereby authorized and empowered to act on behalf of the shareholder, Canadian Blood Services, at the Annual General Meeting 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, being Graham Sher, is hereby authorized and empowered to act on behalf of the shareholder, Canadian Blood Services, at the Annual General Meeting 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.*

6. Patient story

A short video sharing Heydan's story, who requires monthly intravenous immune globulin (IVIg) was reviewed by the board. In addition, the board reviewed a video of the Sudbury plasma centre opening, featuring the first donations at the centre which were from Heydan's mom and grandma. Heydan was also present at the opening and all three thanked staff and donors for the lifesaving treatment he receives (with appropriate COVID precautions in place).

7. Committee reports

7.1 Finance and Audit (J. Steele)

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

- Reviewed the financial implications of the build-up of plasma protein product inventories in light of concerns around security of supply.
- Discussed the impact of COVID-19 on operating expenses.
- Reviewed the: Internal Audit report; June 2020 Financial Review and Consolidated Financial Statements; External Auditor survey.
- Reviewed the committee risk report.
- Approved recommending that the board roll the \$25M emergency credit facility into the operating line of credit.

After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the board approves cancelling the \$25 million emergency demand instalment loan and increasing the operating line from \$100 million to \$125 million.

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:

- Received an update on research around men who have sex with men (MSM) and on proposed policies around plasma donation by MSM.
- Received notification that that testing protocols for West Nile Virus have been initiated which is expected at this time of year.
- Received an update on the pathogen-reduced platelets project; MSM research projects; the COVID-19 convalescent plasma program; and COVID-19 research.
- Received reports regarding donor relations and supply chain; safety initiatives; quality and compliance; Link; and the Centre for Innovation.
- Received the 2019-2020 report of the Research Ethics Board.
- Reviewed the new proposed committee risk report and recommended updates to the Governance committee.
- Reviewed the committee terms of reference.

7.3 Talent Management (C. Knight)

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

- Discussed best practices for executive succession planning.
- Received a COVID-19 update in relation to the organization's response to employee health, wellness and resilience.
- Received an update on diversity, equity and inclusion work related to donors and employees and was advised that results of a recently completed organization-wide DEI survey will be discussed at the December meeting.
- Met with the CEO for his quarterly performance update.
- Reviewed the committee risk report.

- Received updates and reports on occupational health and safety and labour relations.

7.4 Governance (K. Butt)

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

- Reviewed and approved the risks identified in the updated corporate risk profile (CRP), the risk exposure tool that has been developed for quantifying likelihood and impact, and the structure/approach of the new CRP. Management will be reviewing the risk ratings before it is finalized by the board.
- Endorsed the board/committee risk oversight proposal for approval by the board.
- Endorsed amendments to the by-laws for approval by the board.
- Commenced director recruitment activities for 2021 and 2022 including: reviewed a diversity statement for board recruitment; discussed director characteristic requirements; approved the management responses to performance review recommendations related to board recruitment; received an update on the board recruitment search firm request for proposal process.
- Considered topics for the 2021 board retreat.
- Directed management to deliver to the board an education session on MSM at the December 2020 meeting.
- Received clarification about Canadian Blood Services' and Members accountabilities' relating to Canadian Blood Services' ability to make timely decisions in a crisis or period of high risk, including the use of the contingency funding.
- Received a government relations update.
- Considered feedback arising from the board evaluation of the governance committee and agreed to develop, along with management, a Governance Committee orientation program for new members.

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

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

- The fall session of the NLC will take place virtually in early October. Based on suggestions from committee members, there will be discussions regarding COVID-19,

convalescent plasma, immune globulin shortages planning, plasma collection, and the stakeholder engagement strategy.

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:

- Despite the pandemic, returns were positive as markets experienced a rebound after the downturns in February and March 2020.
- The Canadian fixed income and global equity investment manager requests for proposals are complete and the transitions to the new investment managers are well underway and will be completed in Q2.
- Net income is positive and net premium assets are in a healthy position.
- There are no new claims during the quarter and claims expenses are minor.

8. Enterprise Risk Management (J. Leach Bennett, L. Potter, L. Simpson)

The board reviewed the: refreshed Corporate Risk Profile (CRP) 7.0; a proposal for board and committee oversight of risks within the CRP, and the quarterly risk report. The presentation highlighted:

- Overview of the CPR and risk themes
- Changes to the risks
- Changes to the risk exposure plot
- Heat map
- Board and committee risk oversight
- Changes to risk reporting
- Reviewed the three risks overseen by the full board (remainder reviewed at committee level)

Discussion included:

- Data governance is a new risk. As board education session on the constantly evolving data governance / cyber security environment will take place at a future meeting.
- Management will be further reviewing the heat map and risk ratings, taking into account controls that are in place to mitigate risks, before it is finalized by the board.

After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the board approves the proposed board and committee oversight of the corporate risks.

9. COVID-19 update (I. Levy, A. Pateman, K. Ireland)

9.1 Effect of epidemiological and societal dynamics on current and pandemic recovery environments

The board received an overview of epidemiological and societal dynamics which continue to affect current and future pandemic recovery environments. The presentation highlighted:

- Overview of pandemic phases
- Looking ahead
- COVID-19 dynamic in Canada – regional variations, epidemic curve, COVID-19 deaths, COVID-19 patients in hospitals,
- Federal, provincial and territorial responses
- Societal reaction
- Employee wellness and resilience
- Surveillance and preparedness
- COVID-19 positive case impact for Canadian Blood Services

Discussion included:

- The organization continues to be flexible and agile to address rapidly changing information regarding COVID-19.
- Surveillance is an important tool to assist the organization in gauging future demand trends for products and services.
- Employees are being provided with information and support through a variety of measures – pandemic leaves, twice weekly communication updates to all employees (provides updates on activities, how to access supports, etc.), monthly town halls with the CEO etc.

9.2 Plan ahead

The board received an update on the organization's approach and plan to address long-term changes emerging from the COVID-19 pandemic. The presentation highlighted:

- Overview of the plan ahead process
- Future scenarios depending on pandemic duration
- Assumptions regarding how the Canada Blood Services "world" will change
- Accelerating strategic drivers, what it means for the organization, and exploring opportunities – agility, resilience, foresight
- Next steps

Discussion included:

- There will be long term impacts on society and Canadian Blood Services' employees due to COVID-19 – this includes people who become ill with COVID, and the general impact of stay at home, etc. It is yet to be determined how these impacts will bear out in the population.
- Return to the office work is ongoing – assessments are being done on all facilities to determine capacity, safety measures that need to be put in place, etc. before those employees currently working at home can return to the physical office. This also includes ensuring employees who have continually worked in facilities during the pandemic (where safety measures are already in place) remain safe with additional employees in the building. Not all employees will return at once. Phase one includes those employees who need to return to the office for operational needs or personal reasons. Even within the phases – the timing of employees returning to the office will be staggered to ensure safety and allow for ongoing analysis.
- A further discussion on plan ahead work will be held with the board at the December 2020 meeting including areas of opportunity for the organization and next steps.
 - **ACTION:** Update the board on lessons learned from the organization's response to the pandemic.

The board once again expressed its deep thanks to all employees and volunteers for ensuring the organization can provide lifesaving products and services to patients during the pandemic.

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

The meeting adjourned at 2:30 p.m. ET on September 24, 2020.