

## Board Meeting Minutes

<b>Date</b>	Dec. 1-2, 2020	<b>Session type</b>	Closed
<b>Chair</b>	Mel Cappe	<b>Recording secretary</b>	Ashley Haugh
<b>Attendees</b>	<p><b>Board:</b> 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><b>Executive Management Team:</b> 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); 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>		
<b>Guests</b>	Elaine Ashfield, Dr. Dana Devine, Cheryl Doncaster, Dr. Mindy Goldman, Kristina Ireland, Lise Simpson, Sheila Ward		
<b>Regrets</b>			

### 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:

- Dr. B. Postl, board member, was congratulated for being named a member of the Order of Canada.
- The Annual General Meeting was held on Oct. 28, 2020. Amendments to by-law No. 10; and the board recruitment, nominations and elections framework were approved. The 2019-2020 collaborative performance review and management response was also officially tabled with Members.

## **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 Sept. 23-24, 2020 closed meeting.*

### **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 revised corporate risk profile v. 7.0 and 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.

***IT WAS RESOLVED THAT** the board approves the corporate risk profile 7.0.*

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

- While the financial health and sustainability risk is currently rated high, the organization's financial health is being closely monitored and well managed. The high rating is mainly a reflection of the current COVID-19 circumstances, such as the increased PPRP inventory to mitigate shortage risk and current year COVID-19 expenses' and, similarly, the increased costs for 2021-2022 related to increased PPRP costs and COVID-19 costs.

### **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.

### **5.5 National Facilities Redevelopment Program (NFRP) report**

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

## **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:

- Discussed the internal controls over financial management project.
- Received and discussed the pension summary report. Assets of all Canadian Blood Services plans have generally recovered from the spring market downturn.

- Supported management's recommendation on the use of funds deferred for digitalization.
- Reviewed the internal audit report, including status of outstanding items and priorities and plans for the balance of the year.
- Received and discussed the financial statements; including the implications of the COVID-19 related inventory build up / price increases of PPRP that affect the 2021-2022 financial year
- 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:

- Received a COVID-19 update report on the topic of post-donation information. While COVID-19 is not transmitted in blood, blood from donors who retroactively may have been exposed to COVID-19 or tested positive for COVID-19 is defined as a non-conforming product and must be removed from inventory or retrieved from hospitals.
- Reviewed the Centre for Innovation annual report.
- Discussed immunoglobulin utilization management and asked that a presentation on current and anticipated strategies to improve utilization with provincial and territorial partners be provided to the committee at a future meeting.
- Received quarterly reports regarding donor relations and supply chain; safety initiatives; quality and compliance; and Link: strengthening our quality management system and culture.
- Reviewed the committee risk report.

Discussion included:

- At this time, it is not believed that the known COVID-19 vaccines would require a deferral of donors for any time as there is no live virus. This is being fully explored by all blood operators.

## **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 diversity, equity and inclusion (DEI) findings report of the DEI employee survey. The survey identified 5 areas requiring attention, 5 vulnerable groups and 15 areas of priority. The committee will continue to monitor next steps and action plans.
- Discussed preparations for the CEO annual performance review.
- Discussed COVID-19 related employee wellness and resilience.
- Met with the CEO for his quarterly performance update.
- Reviewed the committee risk report.

#### **6.4. Governance (K. Butt)**

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

- Endorsed the corporate risk profile (CRP) v7.0 for approval by the board.
- Recommended that a diversity-focused board education session on racism experienced by Black, Indigenous, and People of Colour (BIPOC), which includes perceptions of racism in the health care system, be delivered at a future board meeting.
- Endorsed the board recruitment diversity statement for approval by the board.
- Endorsed that board and committee meetings continue to be virtual through to the end of June 2021 and that consideration of a return to face-to-face meetings be undertaken mid-year.
- Reviewed the results of the board skills and attributes survey. It was agreed to prioritize the following search requirements in the candidate recruitment matrix:
  - Significantly younger demographic than the current average age;
  - BIPOC individuals;
  - Senior level individuals (such as chief operating officers) with a combination of two or more of the following specialties: healthcare; supply chain; accounting/financial; IT and social media; marketing; human resources (added by Governance Committee post-meeting).

The matrix will be provided to the Canadian Blood Services / provincial and territorial (PT) director search advisory committee for additional input as guidance for the recruitment firm. The nomination and election process which will get underway in early 2021.

- Agreed to develop a board level DEI policy which will be reviewed at the March 2021 meeting and subsequently tabled with the board.

- The 2021 board retreat will focus on the changing federal/provincial/ territorial (FPT) pharmaceutical landscape in Canada, particularly expensive drugs for rare disorders, and implications for the PPRP formulary.
- Reviewed the results of the board survey on director involvement in stakeholder engagement activities. Public Affairs will develop a new elected official engagement plan for presentation to the board in 2021.
- Determined the regular review of the level and form of compensation of Canadian Blood Services' directors be postponed for one year.
- Reviewed the committee risk report.

*After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the board approved the following board diversity statement:*

*The Canadian Blood Services board will be composed of talented and dedicated individuals who possess the appropriate expertise, credentials and experience to effectively govern the organization. While skills remain the most important consideration for board appointment, it is the goal of the Members and Canadian Blood Services that the board reflects a diversity of identities, age, colour, abilities, backgrounds, cultures, skills, geographies, perspectives and experiences that are representative of Canada's population.*

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

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

- The NLC held its first virtual meeting in October 2020.
- The main topics discussed included: response to COVID-19; convalescent plasma clinical trials; ensuring a secure supply of products during the pandemic; potential immunoglobulin shortages; plasma collection; and stakeholder engagement strategy.

#### **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 an update on investments which have recovered substantially after the downturns in February and March 2020.
- Received an update on IFRS 17, an international financial reporting standard which takes effect in 2023.

- Reviewed the revised comprehensive blood risk liability policy.
- Received an update on the captive review phase I (catastrophic modeling) and II (captive program review).
- Approved the following updated documents: corporate risk profile, governance handbook, the board of directors' terms of reference, and investment policy statement.

#### CBSE

- Received regular business reports, including financial statements and investment reports.
- Received an update on IFRS 17.
- Reviewed the revised comprehensive blood risk liability policy.

#### 7. COVID-19 (J. Leach Bennett, 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 and caregiver supports
- COVID-19 convalescent plasma (CCP)
- Vaccine access for Canadian Blood Services' employees
- SARS-CoV-2 seroprevalence study
- Case management process
- Lessons learned.

Discussion included:

- Management has reached out to the COVID-19 Therapeutics Taskforce and to the federal government regarding the need for a Canadian stockpile of CCP (similar to other countries). Additional funding will be needed to collect CCP; a sufficient stockpile cannot be built with current resources. A proposal for Canadian Blood Services to collect and stockpile CCP is being developed. Management is examining all possible funding options.
  - **ACTION:** Share the CCP stockpile proposal being submitted to government with the board.
  - **ACTION:** Provide email updates to the board regarding progress of the CCP stockpile proposal, as necessary.

- The Canadian CCP clinical trials are still ongoing, and results are not expected until 2021. However, the time window to collect CCP is now, based on current case activity and antibody levels. It is always possible that the clinical trials may not produce strong evidence of efficacy; management is examining alternate uses for surplus CCP if it is not used for COVID-19 treatment.
- Canadian Blood Services has limited additional freezer and fridge space; however, an analysis is being conducted to see how much space is available to offer it as a storage option for the COVID-19 vaccine for local officials.
- The board will continue to be updated on COVID-19 activities, including the CCP stockpile proposal and COVID-19 lessons learned.

#### **8. Plan ahead (A. Pateman, K. Ireland)**

The board received an update on the organization's approach and plan to address long-term changes emerging from the COVID-19 pandemic, including an overview of:

- Themes underscoring the long-term strategic response to the pandemic - agility, resilience and foresight
- Summary of the five key focus areas in the strategic plan (which all remain relevant)
- Goals under each key focus area where the organization may need to accelerate, focus or change direction.

Discussion included:

- Donor centre layouts are being examined to align with new donor norms and expectations (while at the same time trying to determine if changes will be permanent). Safety and donor experience will drive any changes – e.g., want to maintain social connections but do it in a way that maximizes safety and minimizes contact.
- If additional funding is required for any projects, this will need to be negotiated with the PTs. The organization will also continue its productivity and efficiency journey, and savings could be reinvested in new projects.
- The board will continue to be updated on progress of the strategic plan and updates required due to the pandemic.

#### **9. Donor deferral for men who have sex with men (G. Sher, J. Leach Bennett, C. Pambrun, R. Vezina, E. Ashfield, D. Devine, C. Doncaster, M. Goldman)**



The board received an education session on donor deferral for men who have sex with men (MSM). The presentation provided an overview of:

- History of the MSM deferral
- Legal and regulatory perspectives
- Stakeholder engagement on MSM
- Rationale for MSM donor deferral policies to date and future approaches
- MSM research program – research topics; source plasma collection.

Discussion included:

- Canadian Blood Services has made a commitment to evolve eligibility criteria based on the latest scientific evidence, as well as new developments and research into alternative screening methods. The organization is supporting research to move away from time-based criteria to one based on risk activities.
- Stakeholder engagement related to MSM deferrals includes the LGBTQ+ community as well as patient groups who receive products.
- As the deferral period has been decreased from a lifetime deferral to a three-month deferral for MSM blood donors, there has been no impact on known infectious risks.
- The research projects currently underway regarding MSM donors are for blood and plasma donation. As plasma has a longer shelf life (i.e., could hold a donation for a prescribed amount of time and only release it following negative test results on the subsequent donation) and goes through an inactivation process during fractionation (i.e., a different testing and production process than blood) there is the potential to advance MSM donation for plasma faster than blood.
- Learnings from potential MSM plasma donations could assist with advancing MSM blood donation criteria and with a future submission to the regulator related to risk activities-based deferral for MSM blood donors.

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

The meeting adjourned at 4:15 p.m. ET on Dec. 2, 2020.