

Board Meeting Minutes

Date	Sept. 19, 2023	Session type	Closed
Chair	Dr. Brian Postl	Recording secretary	Ashley Haugh
Attendees	<p>Board: Bob Adkins; Marilyn Barrett; Kelly Butt; David Lehberg; Anne McFarlane; David Morhart; Dr. Roona Sinha; Judy Steele; Donnie Wing; Glenda Yeates</p> <p>Executive Management Team: Dr. Graham Sher (Chief Executive Officer); Judie Leach Bennett (Vice-President, General Counsel and Chief Risk Officer); Jennifer Camelon (Chief Financial Officer and Vice-President, Corporate Services); Dr. Christian Choquet (Vice-President, Quality and Regulatory Affairs); Jody Fought (Director, Integrated Supply Chain Planning, Business System and Analytics); David Howe (Director, Supply Chain Process Management); Dr. Isra Levy (Vice President, Medical Affairs and Innovation); Mark Newburgh (Director, Donor Relations & Collections East); Andrew Pateman (Vice-President, People, Culture and Performance); Vice-President, Donor Relations); Richard Smith (Chief Information Officer); Liz Stucker (Acting Vice-President, Plasma Operations); Eloise Tam (Director, Diversity, Equity and Inclusion); Ron Vezina (Vice-President, Public Affairs)</p>		
Guests	Catherine Butler, Alison Baizana, Katarina Gustafsson Lindy McIntyre, Lise Simpson		
Regrets	Bobby Kwon		

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

B. Postl, Chair, called the meeting to order and made a land acknowledgement.

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 video regarding the lifesaving products received by Cameron, beginning when he was three years old and over multiple bouts of cancer, was shared with the board.

5. Chair's opening remarks (B. Postl)

The chair provided the following update:

- The Annual General Meeting with Members is taking place on Oct. 11, 2023 at the Health Ministers Meeting in Charlottetown, PEI.
- Gertie Mai Muise has resigned from the board, effective Sept 7, 2023.
- One-on-one meeting with each director and the chair will take place in the coming weeks to discuss the results of the board evaluation peer-to-peer survey.

6. Consent agenda (B. Postl)

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

6.1 Approval of the minutes

IT WAS RESOLVED THAT the board approves the minutes of the June 15, 2023 closed meeting.

6.2 Approval of the minutes

IT WAS RESOLVED THAT the board approves the minutes of the June 16, 2023 open meeting.

6.3 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.

6.4 Quarterly information technology update

The board received an update regarding IT operations, key enterprise projects, risks and emerging issues, and information security.

6.5 Financial summary – Q1 2023-2024

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

6.6 Enterprise facility asset management (J. Camelon)

The board received an update on the enterprise facility asset management (EFAM) project and programs. In addition to the written report, the board discussed:

- Projects are being examined based on immediate need, sustainability, having a multi-product environment, investment requirements, etc.
- EFAM will be regularly reviewed at the Finance and Audit Committee.

6.7 Director, officer and specific appointments

Director appointments

WHEREAS there was a resignation of a board director in September 2023,

THEREFORE, BE IT 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. *Marilyn Barrett*



5. *Catherine (Kelly) Butt*
6. *Bobby Kwon*
7. *David Lehberg*
8. *Anne McFarlane*
9. *David Morhart*
10. *Dr. Roona Sinha*
11. *Judy Steele*
12. *Donnie Wing*

Officer appointments

WHEREAS there were changes to the executive management team of Canadian Blood Services,

THEREFORE, BE IT 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. *Jennifer Camelon, Chief Financial Officer and Vice-President, Corporate Services*
4. *Dr. Christian Choquet, Vice-President, Quality and Regulatory Affairs*
5. *Dr. Isra Levy, Vice President, Medical Affairs and Innovation*
6. *Andrew Pateman, Vice-President, People, Culture and Performance*
7. *Richard Smith, Chief Information Officer*
8. *Ron Vezina, Vice-President, Public Affairs*

7. Strategic Plan refresh (A. Pateman, L. Simpson)

The board received an update on work to develop the next Strategic Plan, including an overview of:

- Process / background
- Level of change
- Key focus area (KFA) overview (product and services; donors and registrants; people and culture; digital and physical) – background; drivers of change; process; choices (implications, what not doing or deferring); outcome focus / deployment; strategic priority areas
- Next steps

Discussion included:

- A positive donor experience, especially in plasma donation which is seeking a higher donation frequency than blood, is essential for Canadian Blood Services.
- Donor recruitment takes place at the national and local level. At the local level, this includes advertising broadly to a local community as well as within underrepresented and racialized communities. To build community support, advertising features local people who have needed Canadian Blood Services' products. Relationship building is also an important element of donor recruitment, especially in underrepresented and racialized communities.
- Domestic security of supply for immunoglobulin will continue to be a strategic priority for the organization. It is expected that immunoglobulin usage will continue to grow. Canadian Blood Services will need to meet that demand through a variety of measures – e.g., optimizing collection of Canadian Blood Services' non-remunerated donors in multiproduct donation centres and plasma donation centres (growing number of donors and increased frequency), the agreement with Grifols, etc. – which will be outlined in the strategic plan.
- Standard of care, organization capacity and financing are all taken into consideration when determining priorities for the strategic plan.
- Canadian Blood Services will continue to evaluate new products, technologies, etc. to ensure the organization is meeting the appropriate standard of care for patient, even if the emerging opportunity is not specifically addressed in the strategic plan.

- Canadian Blood Services remains committed to productivity and efficiency measures while also ensuring it has the appropriate capacity and resources – human and financial – to deliver products and services.
- Products and services, and donor and registrants are the core KFAs, and they are enabled by the people and culture, and digital and infrastructure KFAs. Management will review how this will be framed in the strategic plan.
- There was consensus on the direction of the strategic plan and that it was sufficiently ambitious.
- Feedback from the board will be taken into consideration in the final drafting of the strategic plan – e.g., being more specific on the delivery on some of the elements of the strategy; further highlighting of linkages between different elements of the strategic plan, ensure the urgent nature of the key focus areas is outlined, etc. - which will be shared with the board at its next meeting.

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

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

- System performance – OTDT rates in Canada
- Interprovincial kidney sharing programs
- System development initiatives
- Public education and awareness initiatives
- Organ donation and transplantation collaborative (ODTC)
- Looking ahead

Discussion included:

- The ODTC, an initiative funded by Health Canada, examined how stakeholders work together in a federated health care system, and is recommending a new governance model that, once approved, will guide collaboration and formalize authorities and accountabilities.
- Under the proposed new governance model, Canadian Blood Services has a central leadership role.

- Patients / patient groups will be represented at several points in the new proposed governance model.
- Pan-Canadian organ donation and transplantation system data and performance reporting is being conducted by the Canadian Institute for Health Information and Canada Health Infoway which will provide standardize and timely information for the system.
- Education and awareness will continue to be key elements for the ongoing growth of organ donation and transplantation.

9. Canadian Armed Forces collaboration (D. Howe)

The board received an update on activities across Canadian Blood Services supporting the Canadian Armed Forces (CAF) with blood related matters, including an overview of:

- Blood product support
- Blood product development – leukoreduced whole blood; freeze dried plasma
- Emergency donor panel - walking blood program
- Cold chain support
- Working group

Discussion included:

- Canadian Blood Services and the Canadian Armed Forces have had a strong partnership for many years with Canadian Blood Services providing expertise related to blood matters and CAF members and civilian employees being very generous blood donors.
- Expansion of leukoreduced whole blood for civilian use is being examined.

10. Captive insurance program (G. Yeates, J. Leach Bennett, A. Baizana, K. Gustafsson)

The board received an education session regarding the captive insurance program, including an overview of:

- Creation of CBS Insurance Company Limited (CBSI)
- Creation of Canadian Blood Services Captive Insurance Company (CBSE)

- Captive insurance program today
- Governance
- Financial assets and investment
- Captive program reviews

Discussion included:

- On a regular basis, a risk assessment for blood supply system exposure is conducted to determine if CBSI/CBSE provide suitable insurance coverage. The last review was conducted in 2022 and concluded, at the current time, that the \$1B in coverage provided by CBSI/E is sufficient.

11. Committee reports

11.1 CBS 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 performance of the investment portfolio.
- Provided input into the captive insurance program report.
- Offered guidance on improvements to captive claims management protocols.
- Received the CBSI Q1 2023-2024 report providing an overview of investments, financial position, regulatory compliance, underwriting, claims, and governance.

CBSE

- No CBSE meetings have been held since the last report in June 2023.

11.2 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 Statements for the months ended June 30, 2023.
- Reviewed the internal audit report.
- Received the quarterly Defined Benefit (DB) Pension Plan meeting highlights from the June 23, 2023 DB Plan Board of Trustees meeting.
- Reviewed the external auditors evaluation report.
- Reviewed agreements / contracts requiring board notification and reported them to the board.
- Reviewed the committee risk report.
- Approved amendments to the following policies:
 - Net asset policy external – POL016
 - New bank account and signatory policy – POL053
 - Foreign exchange policy – POL054
 - Investment policy – POL055
 - External auditor service pre-approval – POL056
- Recommended amendments to the committee terms of reference to the Governance Committee.

11.3 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 regarding the Innovation and Portfolio Management program including a report of recent activity, historical funding sources and levels and projected future funding levels.
- Received the annual update from the Canadian Blood Services' bioethicist, Dr. Christy Simpson.

- Received a report on the work of the Research Ethics Board (REB) including the 2022-2023 REB annual report.
- Received a report on the impact of climate change on blood operators and the blood supply.
- Received quarterly reports regarding supply chain and donor relations; safety initiatives; and quality and compliance.
- Reviewed the committee risk report.
- Recommended amendments to the committee terms of reference to the Governance Committee.

11.4 Talent Management (D. Lehberg)

D. Lehberg, Vice-Chair of the Talent Management committee, provided an update on committee activities, including that the committee:

- Reviewed the Q1 talent dashboard and analysis of key data trends across the employee population.
- Received an update regarding retention of nurses within the organization.
- Received quarterly reports on occupational health and safety, and labour relations.
- Discussed executive succession planning.
- Reviewed the committee risk report.
- Met with the CEO for his quarterly performance update.
- Recommended amendments to the committee terms of reference to the Governance Committee.

11.5 Governance (D. Morhart)

D. Morhart, Chair of the Governance committee, provided an update on committee activities, including that the committee:

- Reviewed the results of the board and committee evaluations that took place in summer 2023. Results revealed a high satisfaction with the current composition and function of

the board and committees. The following priority areas emerged in the qualitative comments (a copy of the results was share with the board):

- Diversity, equity and inclusion
- Donor recruitment
- Plasma
- Preparing for the future in the following domains:
 - Financial
 - Technology
 - Succession planning
 - Role in healthcare

The above areas will be addressed at the board retreat and at future board meetings. Peer-to-peer results will be provided to individual directors via the board chair.

- The committee will assist with the recruitment of a new director following the resignation of Gertie Mai Muise.
- Provided feedback on the corporate social responsibility (CSR) policy. An updated version will be shared with the committee in December and will then require board approval.
- Planning has begun for the board retreat which take place on April 25-26, 2024.
- Reviewed the quarterly IT report.
- Reviewed the Public Affairs report.
- Reviewed the committee risk report.
- Received regular update regarding safe reporting activity; feedback on the June board meeting; annual review of board material; board education record; and the annual review of the governance handbook.
- Approved amendments to the following policies:
 - Safe reporting policy - POL027
 - Board education policy - POL068
 - Code of conduct - POL900

- Approved amendments to the terms of reference for all four board committees.

11.6 Consumer directors (B. Adkins, D. Lehberg)

B. Adkins and D. Lehberg, consumer directors, provided an update on issues of importance to stakeholders, in particular to organizations representing patients that use products or services provided by Canadian Blood Services:

- HyQvia™ has been approved for addition to the Canadian Blood Services Formulary.
- Canadian Blood Services staff has been closely following the development of new gene therapies to treat patients with rare blood disorders and the potential review path for inclusion on a drug formulary.
- A number of patient groups have supported donor recruitment during summer 2023 through the Partners for Life program.
- The next Patient Engagement Forum meetings will be held in November 2023.

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

The meeting adjourned at 3:45 p.m. ET on Sept. 19, 2023.

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