

## Board Meeting Minutes

<b>Date</b>	June 15, 2023	<b>Session type</b>	Closed
<b>Chair</b>	Dr. Brian Postl	<b>Recording secretary</b>	Ashley Haugh
<b>Attendees</b>	<p><b>Board:</b> Bob Adkins; Marilyn Barrett; Kelly Butt; Bobby Kwon; David Lehberg; Anne McFarlane; David Morhart; Gertie Mai Muise; Dr. Roona Sinha; Judy Steele; Donnie Wing; Glenda Yeates</p> <p><b>Executive Management Team:</b> 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); Dr. Isra Levy (Vice President, Medical Affairs and Innovation); Andrew Pateman (Vice-President, People, Culture and Performance); Rick Prinzen (Chief Supply Chain Officer and Vice-President, Donor Relations); Dr. Yasmin Razack (Chief Diversity Officer); Richard Smith (Chief Information Officer); Liz Stucker (Acting Vice-President, Plasma Operations); Ron Vezina (Vice-President, Public Affairs)</p>		
<b>Guests</b>	Lise Simpson		
<b>Regrets</b>			

### 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. Chair's opening remarks (B. Postl)**

The chair provided the following update:

- The board welcomed new director Dr. Roona Sinha.

## **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 March 2, 2023 closed meeting.

### **5.2 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.

### **5.3 Quarterly information technology update**

The board received an update on IT operations, key enterprise projects, risks and emerging issues, information security, and other items of interests.

### **5.4 Financial summary**

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

## 5.5 2023 – 2024 budget update

The board received a reconciliation of the 2023–2026 Corporate Plan and the 2023–2024 budget as approved by the members (health ministers).

## 5.6 Integrated Supply Chain - Infrastructure Program Report

The board received an update on the status of the integrated supply chain infrastructure program which includes that National Facilities Redevelopment Program (NFRP).

Discussion regarding the report included:

- Management seeks to get the best terms possible for lease agreements, but sometimes this is limited by the lease environment at the time of negotiations.
- Lessons learned from each project are applied to future projects.

## 5.7 Director, officer and specific appointments

### Director appointments

***WHEREAS** the Members appointed a new director at Canadian Blood Services' Special Meeting of Members held on March 8, 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. *Gertie Mai Muise*

11. *Dr. Roona Sinha*

12. *Judy Steele*

13. *Donnie Wing*

### **Officer appointments**

**WHEREAS** there were changes to the executive management team of Canadian Blood Services in May 2023

### **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. *Rick Prinzen, Chief Supply Chain Officer and Vice-President, Donor Relations*
8. *Dr. Yasmin Razack, Chief Diversity Officer*
9. *Richard Smith, Chief Information Officer*
10. *Ron Vezina, Vice-President, Public Affairs*

### **6. 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

- Key takeaways
- Summary
- Key focus area (KFA) overview – product and services; donors and registrants; purpose, culture and people; digital and physical infrastructure
- Next steps

Discussion included:

- Each KFA will have its own scorecard, performance measurements, etc. and will be reported to the organization and the board.
- The overarching KFAs will be similar to the previous Strategic Plan, but the strategic priorities / goals under each have evolved.
- The integrated KFAs will seek to deliver improved patient care and positive health system outcomes.
- Canadian Blood Services will continue to evaluate new products, technologies, etc. to ensure the organization is meeting the appropriate standard of care for patients.
- There are opportunities for Canadian Blood Services to further contribute / support the greater health system – e.g., seroprevalence work for the COVID-19 Immunity Task Force.
- While maintaining the safety of the blood system, the organization must continue to operate efficiently and demonstrate value for money for new and existing products and services.
- A diversity, equity, inclusion and Indigenization / reconciliation lens is used across the organization during decision making, prioritization of projects, etc.
- The modernization of physical and digital / IT infrastructure is needed to ensure the organization is poised for the future.
- Further background information and discussions regarding the Strategic Plan, including further information on the prioritization of projects, will take place at the September 2023 board meeting.

## 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:

- Received the 2022-2023 external audit, with a clean audit opinion.
- Reviewed the Financial Statements for the year-ended March 31, 2023 and recommends approval at the open board meeting.
- Reviewed the internal audit report.
- Approved the internal audit charter.
- Received an update on work being done to establish optimal inventory levels for plasma protein and related products.
- Reviewed the quarterly Defined Benefit (DB) Pension Plan meeting highlights from the March 31, 2023 DB Plan Board of Trustees meeting, the summary report on Defined Contribution and Executive Pension Plans for the year ended December 31, 2022 and the DB pension plan year in review.
- Reviewed the committee risk report.

### 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:

- Reviewed the annual Surveillance Report. There are no significant changes in the types and levels of pathogens that pose a potential threat to the blood system. However, given the impact of climate change on the geographic distribution of parasites, Canadian Blood Services is closely monitoring the prevalence of some pathogens in high-risk regions of Canada.
- Received a report on gene therapies, and those of particular interest to Canadian Blood Services, as well as the potential impact on other products, costs, etc.
- Heather Sampson has been appointed as the new chair of the Research Ethics Board.

- Received quarterly reports regarding supply chain and donor relations; safety initiatives; quality and compliance; innovation and portfolio management; and Link: strengthening our quality management system and culture.
- Reviewed the committee risk report.

### 7.2.1 Lifetime Achievement award

After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the board approve Dr. Dana Devine as awardee of the 2023 Canadian Blood Services Lifetime Achievement Award.

### 7.3 Talent Management (D. Lehberg)

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

- Received an overview of the developing diversity, equity, inclusion and Indigenization (DEII) strategy.
- Received an annual view of employee leave usage turnover.
- Reviewed the results of the employee pulse survey.
- Received quarterly reports on occupational health and safety, and labour relations.
- As part of the regular policy cycle, reviewed the current board policy on Executive Compensation and the CBS Executive Performance and Compensation Framework.
- Reviewed the committee risk report.
- Met with the CEO for his quarterly performance update.

### 7.4 Governance (D. Morhart)

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

- Approved the format and questions for board, committees and director evaluation. A survey will be sent to the board and management over the summer.

- Received an update on the organization's Business Continuity Management program which continues to make progress along its maturation journey.
- Received IT updates regarding the blood management system (eProgesa) and an information security forward outlook.
- Received the Public Affairs report.
- Reviewed the committee risk report.

### **7.5 Consumer directors (B. Adkins, D. Lehberg)**

D. 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:

- Provided an update on the May 2023 Patient Engagement Forum meetings:
  - Plasma community
  - Stem cells community
  - Blood community
  - Joint session

### **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 performance of the investment portfolio.
- Approved updates to the Annual Insurance Policy Limit Replenishment; Statutory and Audited Financial Statements; Corporate Plan and Budget for fiscal years ending March 2024-2027; Captive Conduct of Business Policy; Conflict of Interest Policy (updated); Captive Board Education Policy.



- Received an update on claims.
- Reviewed Canadian Blood Services risks related to CBSI.
- Received an education session regarding Bermuda Monetary Authority (BMA) economic substance requirements as they related to insurance companies domiciled in Bermuda.

#### CBSE

- Received regular business reports, including financial statements and investment reports.
- Approved the Audited Financial Statements; Corporate Plan and Budget for fiscal years ending March 2024-2027; Captive Board Education Policy.

The Canadian Blood Services board received the CBSI and CBSE annual reports summarizing the performance of CBSI as well as their 2022-2023 audited financial statements.

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

The meeting adjourned at 3:30 p.m. MT on June 15, 2023.

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