

Board Meeting Minutes

Date Dec. 6, 2023 **Time** 9 a.m. – 3:15 p.m. ET

Chair Dr. Brian Postl **Recording secretary** Kelsey Stewart

Attendees

Board: Bob Adkins; Marilyn Barrett; Kelly Butt; David Lehberg; Anne McFarlane; David Morhart; Dr. Roona Sinha; Judy Steele; Donnie Wing; Glenda Yeates

Executive Management Team: Dr. Graham Sher (Chief Executive Officer); Jennifer Camelon (Chief Financial Officer and Vice-President, Corporate Services); Steven Carswell (Director, Enterprise Risk Management) (Dr. Christian Choquet (Vice-President, Quality and Regulatory Affairs); Jody Fought (Director, Integrated Supply Chain Planning, Business System and Analytics); Melanie Griffin (Managing Counsel Business Law, Legal); Dr. Isra Levy (Vice President, Medical Affairs and Innovation); Mark Newburgh (Director, Donor Relations & Collections East); Andrew Pateman (Vice-President, People, Culture and Performance); Richard Smith (Chief Information Officer); Elizabeth Stucker (Acting Vice-President, Plasma Operations); Eloise Tan (Director, Diversity, Equity and Inclusion); Ron Vezina (Vice-President, Public Affairs)

Guests Jillian Adler, Cheryl Doncaster, Ashley Haugh, Lindy McIntyre, Joel Merrick, Lise Simpson, Ellis Westwood

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. Chair's opening remarks (B. Postl)

The chair provided the following update:

- A successful Annual General Meeting with Members took place on Oct. 11, 2023, at the Health Ministers Meeting in Charlottetown, PEI.
- As part of the board evaluation process, one-on-one meetings took place with each director and a summary was shared with the board.
- In spring 2024, discussions will take place about providing an overlap of new committee chairs with the committee chairs who are approaching the end of their term.
- A subcommittee of the governance committee worked with a third-party consultant to recruit a new board director for the remainder of Gertie Mai Muise's term. The committee is recommending to the board that Dr. Catherine Cook, a Metis physician in Manitoba, be appointed as a new director. Her onboarding and orientation process will begin immediately.

*After review, **ON MOTION** duly made and seconded, **IT WAS RESOLVED THAT** Dr. Catherine Cook be appointed as a director of the corporation effective Dec. 6, 2023 to hold office until a date to be determined by Canadian Blood Services following the Annual General Meeting of 2026 and no later than end of the calendar year 2026.*

- Jennifer Camelon, serving as acting CEO, and the executive management team thoroughly supported the board chair during G. Sher's leave.

5. Consent agenda (B. Postl)

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

5.1 Approval of the minutes - Sept. 19, 2023 (Closed)

***IT WAS RESOLVED THAT** the board approves the minutes of the Sept. 19, 2023 closed meeting.*

5.2 Enterprise risk management - quarterly report

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 regarding IT operations, key enterprise projects, risks and emerging issues, and information security.

5.4 Financial summary - Q2 2023-2024 Financial Review Analysis

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

5.5 Enterprise facility asset management

The board received an update on the enterprise facility asset management (EFAM) transformational initiatives and investment programs.

6. Strategic Plan 2024-2029 (A. Pateman, L. Simpson)

The board was provided with an opportunity to read the new strategic plan in its formatted layout, with the intent to publish in early 2024. An overview included:

- Process / background.
- Refined language around the four strategic priorities as well as the measures for the organization.
- Next steps.

Discussions included:

- Work is underway to execute the strategic plan priorities with the development of sub-goals, performance measures, targets, and portfolio of activities and investments that will occur.
- The strategic plan will be integrated into executive management performance planning and cascade throughout the organization.
- Through the corporate plan and budget process, funding will be allocated to execute the strategic plan.
- Feedback from the board will be taken into consideration in the final drafting of the strategic plan – e.g., further emphasizing of safety in the text; provide examples for greater clarity; ensure images correspond to the text; etc.
- A final copy will be shared with the board prior to publishing once amendments have been incorporated.

*After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the board approves the 2024-2029 strategic plan as amended for it to be publicly released.*

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 Statements for the months ended Sept. 30, 2023.
- Reviewed the internal audit report.
- Reviewed the governance over the Grifols contract.
- Received and update on the Enterprise Facility Asset Management.
- Received an overview of procurement.
- Received an update on the pension project to terminate the Defined Contributions (DC) Plan in 2025.
- Received the quarterly Defined Benefit (DB) Pension Plan meeting highlights from the Sept. 22, 2023, DB Plan Board of Trustees meeting.
- Received an update on the internal controls over financial management program.
- Received an update of the status of the new fraud risk program.
- Reviewed agreements / contracts requiring board notification and reported them to the board.
- Reviewed the committee risk report.
- Approved contract amendments in accordance with delegation from the Board.

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 regarding the “Innovation and Portfolio Management Annual Impact Report 2022-2023” which describes the impact this program has had on the quality of the blood system, contributions to the quality of the overall healthcare system and support for research and development.
- Received an update on the work being contemplated to allow for detection of malaria parasites in blood donations.
- Received quarterly reports regarding supply chain and donor relations; quality and compliance; and safety initiatives.
- Reviewed the committee risk report.

7.3 Talent Management (D. Lehberg)

A. Pateman, executive management team lead 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 quarterly reports on occupational health and safety, and labour relations.
- Discussed CEO goal setting and performance.
- Reviewed the committee risk report.
- Recommended not proceed with executive compensation benchmarking in 2023.

7.4 Governance (D. Morhart)

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

- Discussed the network outage at an ad hoc meeting on Nov. 7 as well as on Dec. 1. The committee receive an overview of the cause of the outage, the impact of the outage, a summary of outcomes and actions stemming from the outage; an overview of the current stability of the network; upcoming maintenance activities and contingency plans; the proposed path to remediation to complete the planned upgrades; and lessons learned.
- Received an overview of the technology transformation and lifecycle roadmap which will aid the organization in planning ahead with respect to major transformation and lifecycle investments required over the next number of years.
- Reviewed Canadian Blood Services' first sustainability policy and the sustainability framework.

*After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the board approves the sustainability policy (POL 102) and endorses the strategic commitment to sustainability.*

- Received and update on Public Affairs activities.
- Received regular update regarding safe reporting activity; feedback on the September board meeting; the 2024 board retreat; the board budget; and the board quarterly IT report. As part of the regular review of polices, the Environmental Sustainability Policy (POL032) and Approval and Reimbursement of CEO Expenses Policy (POL070) were reviewed, no changes are recommended.

- Reviewed the committee risk report.

7.5 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:

- Glassia™ listing decision was broadly welcomed by patient organizations.
- Access to gene therapies, ideally via the Canadian Blood Services PRPP Formulary so there is a pan-Canadian approach, is emerging as one of the top issues of concern to patient organization stakeholders. The PTs have made the decision to review hemophilia B gene therapies through CADTH with a view to list on PT Formularies.
- Patient groups support the high-level direction of the renewed corporate strategy.
- Sickle cell patient organizations have stepped-up calls for the organization to change donor screening criteria related to malaria which, in their view, is harming the organization's ability to recruit more diverse blood donors, particularly those from Black communities. Canadian Blood Services does have a study underway to examine potential changes to the criteria and stakeholders will be consulted.
- Patient groups are stepping up to help with collections.

Discussion included:

- Patient groups continue to advocate for a quicker review of products seeking to be added to the Canadian Blood Services Formulary. Management continues to discuss opportunities to ensure the most expedited processes as possible, while ensuring a rigorous review, with the PTs. Updates will be brought to the board as available.

7.6 Canadian Blood Services Insurance Company Ltd (CBSI) and Canadian Blood Services Captive Insurance Company Ltd (CBSE) – Q2 report (G. Yeates)

G. Yeates, Chair of CBSI/CBSE, provided an update on recent activities:

CBSI

- Held the first meeting with the new insurance manager.
- Received an education session of Canadian Blood Services activities at Concourse Gate.

- 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.
- The CBSI board approved the Captive Insurance Program Report.
- Approved the following updated policies:
 - CBSI Corporate Risk Profile
 - Captive Claims Management Manual
- Received an education session on the Global Minimum Tax developments and potential implications.

Discussions included:

- Although returns are negative and slightly below benchmark, investments continue to be sufficient to cover insurance policy limits, and financial ratios are well within the statutory requirements. Captives continue to be in a healthy position.

CBSE

- Received regular business reports, including financial statements and investment reports.
- Approved the following policies:
 - Captive Conflict of Interest Policy
 - Captive Conduct of Business Policy
 - CBSE Corporate Risk Profile

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

The meeting adjourned at 3:40 p.m. ET on Dec. 6, 2023.

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