

Board Meeting Minutes

Date	March 26, 2024	Session type	Closed
Chair	Dr. Brian Postl	Recording secretary	Kelsey Stewart
Attendees	<p>Board: Bob Adkins; Marilyn Barrett, Kelly Butt, Dr. Catherine Cook, 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), 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), Dr. Eloise Tan (Director, Diversity, Equity and Inclusion), Ron Vezina (Vice-President, Public Affairs)</p>		
Guests	Jillian Adler, Bryan Brenner, Ashley Haugh, Andrew Little, Lindy McIntyre, Joel Merrick, Alana Robertson, 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)

The chair noted his affiliation with Shared Health Manitoba and will recuse himself from discussions going forward should a potential conflict arise.

There were no conflicts of interest declared.

4. Patient story

A video of a blood recipient was shared with the board.

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

The chair provided the following update:

- Dr. Catherine Cook was welcomed to her first Canadian Blood Services board of directors meeting.
- A successful virtual special meeting of members (SMM) took place on Monday, March 25, 2024. The 2024-2027 Corporate Plan and 2024-2025 budget were approved.

6. Consent agenda (B. Postl)

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

6.1 Approval of the minutes - Dec. 6, 2023 (closed), Dec. 7, 2023 (open)

***IT WAS RESOLVED THAT** the board approves the minutes of the Dec. 6, 2023 closed meeting and the Dec. 7, 2023 open meeting.*

6.2 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.

6.3 Quarterly information technology update

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

6.4 Financial summary – Q3 2023-2024 Financial Review Analysis

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

6.5 Enterprise facility asset management

The board received an update on the enterprise facility asset management (EFAM) transformational initiatives and investment programs. The status of inventory within the national facilities redevelopment program (NFRP) would be a useful addition in furthering the board's understanding of the developments to come.

7. Operational excellence program with Toyota – education session (C. Choquet, D. Howe, A. Robertson)

The board received a presentation on the collaboration between Toyota and Canadian Blood Services which has been foundational to driving operational excellence (continuous improvement) at Canadian Blood Services, including an overview of:

- Program background of the Toyota Production System Support Centre (TSSC); TSSC history; Toyota Production System (TPS); TPS house; Canadian Blood Services/TPS journey.
- Operational excellence program today – practised across the organization, implementation, support and involvement.
- Massachusetts Institute of Technology (MIT) study and results so far.
- Benefits realized – reduced hospital complaints; increased employee engagement; improved quality metrics; errors reduced; reduced production time; decreased discards; increased productivity.
- Next steps.

Discussions included:

- Canadian Blood Services has visibility into hospital red blood cell (RBC) discard rates which is monitored as part of demand. In date RBC discards at Canadian Blood Services are a result of an error or defect with a unit of blood (i.e., labelling error, insufficient amount from the donor).
- By applying the Toyota Production System (TPS) across various types of organizations, Toyota is also able to acquire and impart a deeper level of learning.

8. Committee reports

8.1 Canadian Blood Services Insurance Company Ltd (CBSI) and Canadian Blood Services Captive Insurance Company Ltd (CBSE) (G. Yeates)

8.1.1 Q3 report

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.
- Approved the following:
 - Audit Plan (YE March 31, 2024).

- An update to the Premium Net Asset Policy to clarify the risk tolerance as it relates to reserving for the Primary Blood Risks Liability insurance policy and the other policies.
- Received a report from the investment advisor, Concord, on performance of the investment portfolio, noting performance above the benchmark for both the quarter and fiscal year to date.
- Received an overview from investment manager RBC Global Asset Management, PH&N of the global equity portion of the investments.
- Advised that a confidential settlement was reached in the Canadian Human Rights Tribunal proceeding regarding the men who have sex with men (MSM) donor deferral policy.

CBSE

- Received regular business reports, including financial statements, investment reports and the annual premium analysis.
- Approved the following:
 - Audit Plan (YE March 31, 2024).
 - Captive Program Claims Management Manual update (as it relates to CBSE).
- Received the Captive Insurance Program Report which was approved by the CBSI board at the November 2023 meeting.

8.1.2 Captive Insurance Program review update

The captive insurance program review report was presented to the board and included the following summary:

- Overview of risk financing vehicles available.
- Captive structure overview.
- Comparative domicile review (Bermuda and Canada).
- Transition considerations and risk factors.

Discussions included:

- As part of its regular governance practice, CBSI undertook the captive insurance program review project.

- The review concluded that at this time there were few if any evident opportunities for either material cost savings or other material benefits of change in structure or domicile.

*After review and discussion, **ON MOTION** duly made and seconded, the CBSI captive insurance program report was formally received by the Canadian Blood Services board .*

8.2 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 Dec. 31, 2023.
- Received an overview of procurement for critical suppliers.
- Received an update on the enterprise facility asset management.
- Reviewed the internal audit report.
- Reviewed the governance over the Grifols contract.
- Received an update on Grifols financial.
- Received updates on the pension plans (Defined Contributions, Defined Benefits and Executive).
- Reviewed agreements for board notification.
- Received an update on the fraud risk profile.
- Reviewed the committee risk report.

8.3 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 on the move to DEHP-free (di(2-ethylhexyl) phthalate) blood bags.
- Received a report on Sickle Cell Disease (SCD) and the wide variety of disorders.
- Received an overview of the quality control program which is a key component of the quality management system and of the risk mitigation measures for risk J – “Product and service quality”.
- Received quarterly reports regarding supply chain and donor relations; quality and compliance; and safety initiatives.
- Reviewed the committee risk report.

8.4 Talent Management (A. Pateman)

A. Pateman, Executive Management team lead of the Talent Management committee, provided an update on committee activities, including that the committee:

- Received an update on progress on the organization's diversity, equity and inclusion (DEI) priorities.
- Approved, subject to certain amendments and streamlining, the CEO's performance plan for 2024-2025.
- Reviewed management's report on executive succession planning.
- Received the talent and safety dashboard.
- Reviewed the upcoming steps in the CEO performance review process.
- Reviewed the committee risk report.

8.5 Governance (D. Morhart)

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

- Guided the final planning of the April 2024 board retreat.
- Received an update regarding the program of work to modernize Canadian Blood Services' enterprise data and analytics (D&A) program and leverage the potential of data to deliver better patient outcomes.
- Received an update on Public Affairs activities.
- Received regular updates regarding safe reporting activity; feedback on the December 2023 meeting; the board quarterly IT report; annual review of board education activities. As part of the regular review of policies, the official languages policy was reviewed, no changes are recommended.
- Requested board members sign annual director consent, conflict and confidentiality declaration (POL004) via AdobeSign (i.e., electronically) following the March 2024 meeting.
- Reviewed the committee risk report.
- Approved updates to the corporate risk profile (CRP) version 9.0 and the committee / board oversight of the corporate risks.
- Recommended the board endorse the inaugural sustainability report.

*After review and discussion, **ON MOTION**, duly made, seconded and carried, **IT WAS RESOLVED THAT** the board endorses the inaugural sustainability report. Oversight of future sustainability performance and reporting will continue through the governance committee.*

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

B. Adkins, consumer director, 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:

- Staff exploring research partnership with the Thalassemia Foundation of Canada.
- GLASSIA® rollout to patients.
- Support for HYQVIA® information sessions.

Discussions included:

- The specialty pharmacy pilot has been highly successful. The board will receive further updates in the quarters to come.

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

The meeting adjourned at 3:10 p.m. ET on March 26, 2024.

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