

**ROSWELL PARK CANCER INSTITUTE CORPORATION
BOARD OF DIRECTORS**

A meeting of the Board of Directors of Roswell Park Cancer Institute Corporation was held on Thursday, December 15, 2022, at 12:00 pm in the Gaylord Cary Conference Room and MS Teams.

- Present:** Gregory Daniel, MD (*virtual*)
Linda A. Dobmeier
Anne D. Gioia
Donna Gioia
Kenneth A. Manning, Esq - acting Chair.
Gail Mitchell, Esq.
Elyse NeMoyer
R. Buford Sears (*virtual*)
Dennis Szefel
Patrick Toye, Representative for New York State Commissioner of
Department of Health (*virtual*)
Candace S. Johnson, PhD, President & CEO
- Excused:** Michael L. Joseph, Chairman
Mary T. Bassett, MD, MPH, New York State Commissioner of Health
Leecia Eve, Esq.
Steven Weiss, Esq.
- Present by
Invitation:** Ron Andro, Chief Clinical Operations Officer
Holly Bowser, VP Quality & Patient Safety
Renier Brentjens, MD, PhD, Deputy Director & Chair, DOM
Laurel DiBrog, Chief Marketing and Communication Officer
Betsy Doty-Lampson, Board Administrator
Errol Douglas, PhD., Chief HR Officer
Amy Dunn Kirkpatrick, Asst Vice President & Deputy General Counsel
Cindy Eller, Chief Development Officer
Thomas R. Furlani, PhD, CIO
Ann Marie Gibney, Administrative Chief of Staff
Ryan Grady, Chief Financial Officer
Kathryn Hineman, VP & General Counsel - virtual
James C. Kennedy, Vice President, Government & Community Relations
Boris Kuvshinoff, II, MD, Chief Medical Officer
Mary Ann Long, SVP, CNO
Elisa Rodriguez, PhD, VP & AD of DEI
Thomas Schwaab, MD, PhD, Chief of Strategy, Bus Dev & Outreach
Michael B. Sexton, Esq., Senior Vice President, and Chief Legal Officer,
and Corporate Secretary
Bryan Sidorowicz, Contractor/Consultant
Jeff Walker, EVP - Operations & Transformation

I. CHAIRMAN'S OPENING REMARKS

Mr. Manning as acting Chair, welcomed and thanked everyone for attending.

II. DRAFT MINUTES OF BOARD MEETINGS

Mr. Manning called for approval of the minutes from the August 25, 2022, Special Meeting and September 1, 2022, Board meeting. *A motion was made by Ms. Anne Gioia to approve the August 25, 2022, Special Meeting and the September 1, 2022, Board meeting minutes, which was seconded by Ms. NeMoyer, and unanimously carried.*

III. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

Mr. Manning noted that the contracts presented at the meeting had been thoroughly vetted at the Finance Committee meeting held on December 7, 2022, and were recommended for approval by the Board by the Finance Committee.

Microsoft Renewal

A motion was made by Ms. Mitchell to approve the Microsoft Contract Renewal, which was seconded by Ms. Donna Gioia, and unanimously carried.

Revenue Cycle

Mr. Grady provided a quick recap of the Revenue Cycle project, which has experienced a budget increase. IT, Finance and Revenue Cycle sub-committees have thoroughly reviewed. *A motion was made by Ms. Anne Gioia to approve the Revenue Cycle phase 3 and 4, which was seconded by Ms. NeMoyer, and unanimously carried.*

Valet Contract

A motion was made by Ms. Donna Gioia to approve the Valet Contract, which was seconded by Ms. Mitchell, and unanimously carried.

Echocardiogram Services

A motion was made by Ms. Donna Gioia to approve the Echocardiogram Services Contract, which was seconded by Ms. Mitchell, and unanimously carried.

Theragnostic

A motion was made by Ms. NeMoyer to approve the Theragnostic project, which was seconded by Mr. Szeffel, and unanimously carried.

IV. SINGLE SOURCE

Sirtex SIR-Spheres

A motion was made by Ms. Mitchell to approve the single source procurement exemption to renew a contract with Sirtex, which was seconded by Ms. Donna Gioia, and unanimously carried.

Radiation Oncology Upgrades

A motion was made by Ms. Anne Gioia to approve the contract, including approval for a single source procurement exemption with Varian Medical Systems, which was seconded by Ms. Dobmeier, and unanimously carried.

V. MONITORING AND EVALUATING PROGRESS IN DIVERSITY TO SUPPORT SUSTAINABILITY OF DEI BEST PRACTICES ACROSS ROSWELL PARK

Dr. Rodriguez, Vice President and Associate Director of Diversity, Equity, and Inclusion presented her plan to enhance diversity and inclusion at Roswell Park. She provided the organizational structure as well as information on leadership in DEI at the national level, and provided information on future initiatives that will be taking place at Roswell. Ms. Donna Gioia suggested that all board members take the Unconscious Bias training program being offered. Mr. Manning asked if Dr. Rodriguez has the resources to be successful with the program. She indicated the department needs staff and is currently recruiting.

Ms. Mitchel moved that the meeting proceed to Executive Session for the purposes of receiving the CEO update which shall include status reports covering operations, science strategy; development updates; payor negotiations, government relations, marketing, and quality assurance updates as well as a status update on litigation matters, which was seconded by Ms. Donna Gioia and unanimously carried.

VI. LEADERSHIP REPORT

Institute Update

Dr. Johnson began with an update the Board regarding the SVP/Chief Diversity Officer recruitment. The recruitment committee has ranked the candidates and now selecting top individuals for interviews. Interviews will commence in January. The committee formed to review and update policies and procedures has been working to improve the diversity and inclusion policies and SOPs since late Summer, 2022. The committee has developed a comprehensive DEI Office investigation policy and is now turning its attention to organization policies needing to be improved. The Diversity engagement survey has been completed, career ladders for Clinical Care Associates have been established. She discussed the groundbreaking for the 907 Michigan project and the ribbon cutting for EDDY, the mobile lung screening project, and showed two short videos on both. Dr. Johnson also updated on the various screening programs in breast and lung cancer.

Dr. Johnson provided an update on the CCSG (core grant) recertification coming up in 2023. The October 2022 EAB site visit report has been received and showed many positives and some areas for improvement, notably clinical trial accrual. The Roswell Park CCSG site visit will be in the Fall of 2023, and practice sessions will begin in about 6 months.

Dr. Johnson highlighted the landscape of local healthcare and UB. Both local health systems are reporting record losses. She is meeting regularly with Don Boyd, CEO of Kaleida Health and Allison Brashear, Dean of the UB School of Medicine. She also mentioned that executives from both Roswell Park and Kaleida met over dinner to review whether there is potential for working together in the future.

Dr. Johnson provided an OmniSeq update. The escrow period has concluded, Roswell Park has received the final cash payment of \$4.66M. Total cash received on the termination of this investment is \$30.3M, which is an overall return on the investment of 16%.

Dr. Johnson and Dr. Douglas discussed recent negotiations with the Public Employee Federation resulting in a significant pay increase for Roswell Park nurses. Roswell Park will now have the highest paid nursing staff in WNY. Mr. Manning thanked the senior team on getting ahead of the issue.

Institute Operations Report

Mr. Walker presented on the journey of becoming a patient centered institute. He provided deep dive evaluations on key operational areas along with action plans for improvement process needs. Questions were asked about the faculty resistance to process improvement initiatives. Mr. Walker stated that change is hard, but his team will be engaged with faculty and clinical leaders to ensure that change is properly implemented, and performance accountability is in place.

Deputy Director Report

Dr. Brentjens provided a science update. He announced Dr. Peter Maslak will be joining Roswell Park on March 1st as the Vice Chair, Clinical Affairs; Technical Director, Clinical Flow Cytometry Laboratory; Director, Flow Cytometry/Immune Shared Resource Core. He then provided the revised leadership structure. Dr. Brentjens also provided an overview of the new hires/promotion and peer reviewed funding for the past 6 months.

Development Report

Ms. Eller provided a development update - she discussed the Alliance budget and total giving, with comparisons going back to 2017. She reviewed estate gifts received this fiscal year. She also provided a recap on All Star Night, Hockey Fights Cancer, and other special events in the community. She spoke about IceCycle, Empire State Ride and the Ride for Roswell.

Government Relations Report

Informational only. Materials in Director's Desk.

Marketing Report

Informational only. Materials in Director's Desk.

Quality Report

Informational only. Materials in Director's Desk.

Clinical Operations Report

Informational only. Materials in Director's Desk.

Managed Care Report

Informational only. Materials in Director's Desk.

Nursing Report

Informational only. Materials in Director's Desk.

VII. LITIGATION/INSTITUTE OPERATIONS REPORT

Ms. Mitchell made a motion to return to open session, Ms. Donna Gioia seconded, and it was unanimously carried.

Policy & Procedures Committee

Mr. Sexton reviewed the list of new and revised policies. Every policy is reviewed on a 2-3 year rotation. *A motion was made by Ms. NeMoyer to approve the Policy & Procedures, seconded by Ms. Anne Gioia, and unanimously carried.*

Procurement Guideline Amendment to Sole Source Thresholds

Mr. Sexton reviewed an amendment to the Procurement Guidelines. The amendment raises the Board threshold for approving sole/single source procurements to \$500,000. *A motion was made by Mr. Szeffel to approve the Procurement Guideline Amendment, seconded by Ms. Mitchell, and unanimously carried.*

AXIOM Luminos Service Agreement

The Joint Commission requires that clinical equipment systems to undergo preventative maintenance and to undergo repairs, as necessary. This contract is for a 5-year service agreement. *A motion was made by Ms. NeMoyer to approve the AXIOM Luminos Agile Service Agreement, seconded by Ms. Mitchell, and unanimously carried.*

VIII. 2nd QUARTER COMBINED FINANCIAL STATEMENTS

On motion by Mr. Szeffel, seconded by Ms. Anne Gioia the 2nd Quarter Financial Statements were approved.

IX. FY23 PRELIMINARY BUDGET SUBMISSION TO NYS ABO

Mr. Grady reviewed the Authority Budget Office submission. He also discussed the potential that in the future Roswell Park may want to access capital markets and issuing bond debt. A sub-committee has been formed to help guide management through this process. *On motion by Ms. Donna Gioia, and seconded by Ms. Mitchell to approve the FY23 Preliminary Budget Submission to NYS ABO was approved.*

X 2nd QUARTER INVESTMENT ACTIVITY

On motion by Ms. Anne Gioia, seconded by Ms. Mitchell, the 2nd quarter investment activity was approved. Ms. Donna Gioia, Mr. Sears and Mr. Manning abstained from the vote.

XI. MEDICAL STAFF REPORT

Informational only. Materials in Director's Desk.

XII. AUDIT COMMITTEE REPORT

Mr. Szeffel stated Mr. Walker touched on a lot of things that the audit committee is working on. Mr. Manning thanked Mr. Szeffel for all his work.

XIII. COMPENSATION COMMITTEE

Mr. Sears spoke about the Sullivan and Cotter market update letter regarding executive compensation. Roswell Park's average base salary on the executive team is at the 55th percentile, while total cash compensation is at the 58th percentile. These are in compliance with the Compensation Committee's executive compensation policy.

XIV. INFORMATION TECHNOLOGY COMMITTEE REPORT

Mr. Manning stated IT has major initiatives that they are working on, and the committee meets on a regular basis.

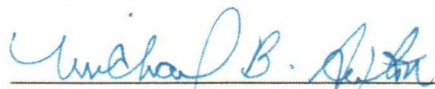
XV. TECHNOLOGY TRANSFER REPORT

Mr. Sexton stated there is a memo in director's desk which is an update on the Technology Transfer and Commercial Development.

Since there were a few minutes left, Mr. Manning asked if Ms. Eller had a video she would like to show, as her presentation was cut short due to time. Ms. Eller showed the group the All Start Night video.

XVI. ADJOURNMENT

There being no further business, a motion was made for adjournment by Ms. Donna Gioia seconded by Ms. NeMoyer and was unanimously carried.



Michael B. Sexton, Secretary