

**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, September 28, 2023, at 12:00 pm in the Gaylord Cary Conference Room and MS Teams.

Present: Leecia Eve, Chair
Lisa Damiani
Linda A. Dobmeier - virtual
Donna Gioia
Candace S. Johnson, PhD, President & CEO
Gail Mitchell, Esq.
Johanne Morne - virtual
Elyse NeMoyer
R. Buford Sears - virtual
Garnell W. Whitfield, Jr. - virtual
Lee Wortham

Excused: Gregory Daniel, MD
Anne D. Gioia

**Present by
Invitation:**

Holly Bowser, VP Quality & Patient Safety
Laurel DiBrog, Chief Marketing and Communication Officer
David Donovan, VP, Enterprise Strategic Planning
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
Ann Marie Gibney, Administrative Chief of Staff
Ryan Grady, Chief Financial Officer
Kathryn Hineman, VP & General Counsel
Michael E. Johnson, Director, Government & Community Relations
James C. Kennedy, Vice President, Government & Community Relations
Boris Kuvshinoff, II, MD, Chief Medical Officer
Gary Mann, MD, Staff Physician Surg Onc
Kathy Mastrobattista, Exec Dir, Corporate Compliance & Patient Privacy
Michelle Moore, VP, HR
Chukwumere Nwogu, Staff Physician Sur Onc PhD MD
Elisa Rodriguez, PhD, VP, AD of DEI
Crystal Rodriguez-Dabney, SVP, Chief Diversity Officer
Thomas Schwaab, MD, PhD, Chief of Strategy, Bus Dev & Outreach
Michael B. Sexton, Esq., Senior Vice President, and Chief Legal Officer,
and Corporate Secretary
Andrew Storer, PhD, DNP, SVP, CNO
Rebecca Vogt, Media Relations Specialist

Guests: Bart Bailey - consultant
Jon Harris – Buffalo News

I. CHAIRWOMAN’S OPENING REMARKS

Ms. Eve provided welcome remarks and thanked everyone for attending. She welcomed the newest board members: Lisa Damiani, Garnell Whitfield, Jr., and Lee Wortham, providing background on each member. She lauded two outgoing board members: Dennis Szeffel and Ken Manning and thanked them for their service. Ms. Eve also spoke about the NCI site visit, which took place on September 19, 2023, in the Gaylord Cary and the HANYS Trustees conference she attended along with Mr. Kennedy and Ms. Hineman last week. The Commissioner of Health spoke at the conference, and Ms. Eve highlighted the priorities of his office including eliminating health disparities.

II. DRAFT MINUTES OF BOARD MEETINGS

Ms. Eve called for approval of the minutes from the June 29, 2023 Board meeting, and the August 3, 2023 Special board meeting.

A motion was made by Ms. Nemoier to approve the June 29, 2023 Board meeting minutes, seconded by Ms. Mitchell, and unanimously carried. Ms. Damiani, Mr. Wortham and Mr. Whitfield abstained.

A motion was made by Ms. Mitchell to approve the August 3, 2023 Special Board meeting minutes, seconded by Ms. NeMoyer, and unanimously carried. Ms. Damiani, Mr. Wortham and Mr. Whitfield abstained.

III. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

Ms. Eve noted that the contracts presented at the meeting had been thoroughly vetted at the Finance Committee meeting held on September 13, 2023, and were recommended for approval by the Finance Committee.

Flow Cytometry Analyzers and Sorter Upgrades - Single Source
Linear Accelerator Replacement & Software - Single Source

A motion was made by Mr. Wortham to approve the single source procurements of Flow Cytometry Analyzers and Sorter equipment and Linear Accelerator Replacement & Software equipment; seconded by Ms. NeMoyer, and unanimously carried.

IV. BART BAILEY PRESENTATION

Mr. Bailey shared high-level information gained from the 11 Buffalo organizations that he and Ms. Rodriguez-Dabney visited this week. Mr. Bailey stated that overall feedback was positive, including the fact that most respondents were clear that Roswell would be their choice for cancer treatment. Mr. Bailey shared his thoughts/suggestions regarding moving forward with suggestions such as Lunch and Learns, and stated that the Press Ganey information is critical. Ms. Morne complimented the Mr. Bailey’s report. Ms. NeMoyer stated it was encouraging to hear of the positives in the community and she wondered how to get this information out to the public. Mr. Bailey added that there are people in the community that would be happy to tell their story.

V. COMPLIANCE PRIMERS

Ms. Mastrobattista, Executive Director of Corporate Compliance and Patient Privacy and Ms. Hineman, VP and General Counsel, gave a presentation on the Roswell Park compliance program, the first of a series requested by several Board members. The first topic discussed was the Federal False Claims Act. Ms. Hineman provided an overview and noted the Act is the government's primary weapon to combat fraud against the government and is also a whistleblower statute.

Ms. Mastrobattista outlined the elements of the compliance program. The compliance program requirement helps to ensure that Medicaid funds are used properly and that payments are made only for legitimate claims, that providers systematically identify, report, and return overpayments, and that clinical services paid for by the government meet required standards of care. She reviewed documentation, coding, and auditing requirements. Ms. Mitchell asked if Roswell has made any disclosures. Ms. Mastrobattista outlined that repayments are made periodically during the year, usually in small amounts, and there have been several self-disclosures in the past. Mr. Sexton also pointed out that a number of years ago, Roswell dealt with two whistleblower cases brought against it, one in radiology and the other in radiation medicine. Both cases resulted in no repayment and no negative findings.

VI. HUMAN RESOURCES REPORT

Ms. Michelle Moore, VP of Human Resources and Dr. Errol Douglas, SVP of Human Resources provided an update. Dr. Douglas outlined the restructuring of the department. The 4 collaborative partnerships are Pay & Benefits, Culture & Performance, Talent Management and Transformation & Systems. This realignment created a new team to lead HR and organizational projects and quality initiatives to improve processes, add efficiencies and automation, and ensure agility and change.

Ms. Moore outlined the Organizational Development area which was created to provide the skills, resources, and infrastructure to lead and support organizational development initiatives. She highlighted the recruitment efforts, the path to becoming WNY's premier employer, creation and extension of career ladders, community and organizational collaborations and job fairs in and outside of NYS.

Dr. Douglas announced that Mr. Anthony Woods will be retiring, after 40 years of exemplary service.

Ms. Damiani asked about staffing in nursing. Dr. Storer stated that turnover and vacancy rates are below national average. Dr. Storer stated that the Press Ganey employment engagement has improved which is a true positive.

VII. MEDICAL STAFF BYLAW UPDATES

A motion was made by Ms. NeMoyer to approve the amendments to the Medical Staff Bylaws, seconded by Ms. Damiani, and unanimously carried.

Ms. Mitchell moved that the meeting proceed to Executive Session for the purposes of receiving the CEO update on business operations and strategy, potential new financing proposals; and a report on litigation matters Mr. Wortham seconded and the motion carried unanimously.

VIII. LEADERSHIP REPORTS

Institute Update

Dr. Johnson provided a leadership update. She reviewed the NCI site visit which was held last week. She reiterated how impressive it was for Ms. Eve to stay for the entire site visit meeting. Dr. Johnson shared photos of the day. Ms. Eve added how impressive the entire day was and gave kudos to Dr. Johnson and the team.

Dr. Johnson then highlighted ongoing recruitments: Chief Information Officer, Physician in Chief, Chair of Surgical Oncology and Chief Medical Officer.

Resolution Approving Tax Exempt Bond Issue

Mr. Grady provided an update on the bond issue resolution. He noted that a resolution is requested approving a bond issuance now, in order that current large expenditures may be eligible for payment retroactively from bond proceeds. He reviewed the resolution.

WHEREAS, Roswell Park Cancer Institute Corporation (the "**Corporation**") intends to borrow proceeds from the issuance of one or more series of tax-exempt and/or taxable bonds (the "**Bonds**"), by an issuer duly authorized to act as a conduit issuer (the "**Issuer**") within the State of New York to finance or refinance the following projects: (a) the upgrading or replacement of medical records software, clinical software and/or enterprise software (collectively, the "**Software Project**"); (b) the acquisition, rehabilitation, or replacement of clinical equipment located or to be located at Corporation's facilities at Elm & Carlton Streets, Buffalo, New York; 199 and 203 Park Club Lane, Williamsville, New York; and 6934 Williams Road, Suite 300, Niagara Falls, New York ("**Clinical Equipment Project**"); and (c) the acquisition, construction, remodeling, renovation, and/or equipping portions of Corporation's hospital, research, science, clinical and other buildings located at Elm & Carlton Streets, Buffalo, New York, 199 and 203 Park Club Lane, Williamsville, New York, and 6934 Williams Road, Suite 300, Niagara Falls, New York (the "**Capital Improvement Project**" and together with the Clinical Equipment Project and the Software Project, the "**Projects**");

WHEREAS, Corporation expects to pay certain expenditures from the Corporation's operating account (the "**Reimbursable Expenditures**") in connection with the Projects prior to the issuance by the Issuer of the Bonds for the purpose of financing costs associated with the Projects on a long-term basis; and

[REDACTED]

WHEREAS, Section 1.150-2 of the Treasury Regulations adopted pursuant to the Internal Revenue Code of 1986, as amended (the "Code"), requires Corporation to declare its reasonable official intent to reimburse Reimbursable Expenditures for the Projects with proceeds of a subsequent borrowing.

NOW, THEREFORE, BE IT RESOLVED BY THIS BOARD OF DIRECTORS OF ROSWELL PARK CANCER INSTITUTE AS FOLLOWS:

Section 1. Corporation hereby declares its official intent to finance the costs of the Projects with one or more series of tax-exempt and/or taxable bonds in the maximum principal amount of \$200,000,000, of which \$125,873,328 will be used for (a) the Software Project the cost of which is approximately \$71,424,937, (b) the Clinical Equipment Project the cost of which is approximately \$17,750,000 and (c) the Capital Improvement Project the cost of which is approximately \$36,698,391.

Section 2. This Resolution is adopted for purposes of establishing compliance with the requirements of the Code. In furtherance thereof, Corporation hereby declares its official intent to use proceeds of the Bonds to reimburse the Reimbursable Expenditures in accordance with Treasury Regulation Section 1.150-2.

Section 3. All of the Reimbursable Expenditures covered by this Resolution were made not earlier than 60 days prior to the date of this Resolution. Corporation presently intends and reasonably expects to issue tax-exempt bonds within 18 months of the date of the expenditure of moneys on the Project or the date upon which the Project is placed in service or abandoned, whichever is later (but in no event more than 3 years after the date of the original expenditure of such moneys).

Section 4. This Resolution shall take effect immediately upon its passage and shall remain in force thereafter.

A motion was made by Ms. Mitchell to approve the Resolution approving the proposed bond issue, seconded by Ms. NeMoyer, and unanimously carried.

Litigation/Institute Operations Report

Litigation Reports

[REDACTED]

Dr. Johnson stated that COVID is back, with masking back in the hospital/CSC patient areas. The COVID vaccine will be available early next week. Flu shots are also available.

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

Mr. Sexton discussed bank resolutions from two banks and a third from Roswell's credit card issuer. Dr. Johnson, Mr. Grady and Mr. Sexton will be authorized signers on the bank resolutions. All resolutions were reviewed.

A motion was made by Ms. Dobmeier to approve the PNC Financial Services Group Inc. resolution, seconded by Ms. NeMoyer, and unanimously carried.

A motion was made by Ms. Mitchell to approve the Northwest Bank resolution, seconded by Mr. Wortham, and unanimously carried.

A motion was made by Ms. Mitchell to approve the Merrick Bank resolution, seconded by Ms. NeMoyer, and unanimously carried.

The resolutions approved were ordered annexed to these minutes as Schedule A.

Compensation Committee Charter

Will be presented at December meeting.

Policy & Procedures Committee

Informational only. Materials in Director's Desk.

Nursing

Informational only. Materials in Director's Desk.

Government Relations Update

Informational only. Materials in Director's Desk.

Clinical Operations Report

Informational only. Materials in Director's Desk.

Quality Report

Informational only. Materials in Director's Desk.

1st Quarter Financial Statements

1st Quarter Investment Report

On motion by Ms. NeMoyer seconded by Mr. Wortham the 1st quarter financial statements and the 1st quarter investment activity were approved.

Medical Staff Credentials & Minutes

Informational only. Materials in Director's Desk.

IX. GOVERNANCE COMMITTEE UPDATE

Conflict of Interest Surveys

Ms. Donna Gioia provided an update. Conflict of Interest surveys have been received, not many conflicts, each board member will be notified if there is a conflict.

A motion was made by Mr. Wortham to approve the Conflict of Interest surveys, seconded by Ms. Damiani, and unanimously carried.

Committee Member Structure

Ms. Donna Gioia presented the revised committee roster.

A motion was made by Ms. Dobmeier to approve the revised Committee Member Structure, seconded by Ms. NeMoyer, and unanimously carried. The revised committee structure shall be attached to these minutes as Schedule B.

PBC Bylaws Amendment Changes

A motion was made by Ms. Mitchell to approve the PBC Amended Bylaws, seconded by Ms. NeMoyer, and unanimously carried. The amendments to the bylaws shall be attached to these minutes as Schedule C.

X. INFORMATION TECHNOLOGY COMMITTEE UPDATE

Informational only. Materials in Director's Desk.

XI. TECHNOLOGY TRANSFER COMMITTEE UPDATE

Informational only. Materials in Director's Desk.

XII. ADJOURNMENT

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

Michael B. Sexton, Secretary

Schedule A

Resolutions

Northwest Resolutions

RESOLVED, that Candace S. Johnson, Ph.D., Ryan Grady, and Michael B. Sexton, the President/CEO, Chief Financial Officer, and Chief Legal Officer, respectively, of ROSWELL PARK CANCER INSTITUTE CORPORATION, are hereby authorized on behalf of and in the name of Company and from time to time:

(a) To obtain from Northwest Bank ("Lender") such credits as may be deemed advisable or to guarantee the liabilities and obligations of third parties to Lender; to make, execute and deliver such notes, guarantees, drafts, acceptances, agreements, instruments and papers upon such terms as may be requested or required by Lender in connection therewith, or to evidence any present or future credit, indebtedness or liability of Company or third parties; to renew, extend, or change any of the terms of same, and to assign, pledge, mortgage and grant to Lender a security interest in any and all present and future property or property rights of Company, of any name, nature or kind, real or personal, including without limitation, equipment, bonds, stocks, securities, accounts receivable, trust receipts, leases, insurance policies, documents, documents of title, bills of lading, warehouse receipts, inventory, contract rights, general intangibles, deposits, instruments, negotiable instruments, real estate, or interests in real estate, as collateral security for any present and future indebtedness, liabilities or obligations of Company to Lender, and to exchange or substitute any collateral or change any of the terms thereof, and to execute and deliver all agreements, security agreements, mortgages, leases and instruments of assignment or transfer containing such terms and conditions which may be requested by Lender in connection therewith; and

(b) To sell, discount, or rediscount to or with Lender any and all security agreements, conditional sale contracts, retail installment contracts, chattel paper, commercial paper, third-party paper, accounts receivable, promissory notes, negotiable instruments, acceptances, leases and other instruments and evidences of debt, sale or liability at any time held by Company, and to endorse, assign, transfer and deliver same to Lender upon such terms as Lender shall require, including without limitation, recourse, guaranty of payment or agreement to repurchase; and

(c) To perform any and all acts, and to execute and deliver any and all agreements, guarantees, security agreements, instruments, subordination agreements, mortgages, assignments and other papers upon such terms and conditions as Lender may deem necessary or desirable to carry out the purpose of this resolution, and it is further

RESOLVED, that this Resolution shall continue in full force and effect, and that Lender may rely and act thereon until actual receipt by it of written notice of the amendment or revocation hereof.

PNC Resolutions

Resolved, that any one of the following:

1. Candace S. Johnson, President and Chief Executive Officer
2. Ryan Grady, Chief financial Officer
3. Michael B. Sexton, Senior vice President and Chief Legal Officer

is hereby authorized, at any time and from time to time: (a) to obtain services and products of any kind from Bank, PNCCM or any other direct or indirect subsidiary of The PNC Financial Services Group, Inc. (collectively, "PNC"), including but not limited to (i) a rate swap transaction, swap option, basis swap, forward rate transaction, commodity swap, commodity option, equity or equity index swap, equity or equity index option, bond option, interest rate option, foreign exchange transaction, cap transaction, floor transaction, collar transaction, currency swap transaction, cross-currency rate swap transaction, currency option, credit protection transaction, credit swap, credit default swap, credit default option, total return swap, credit spread transaction, repurchase transaction, reverse repurchase transaction, buy/sell-back transaction, securities lending transaction, weather index transaction, asset securitization and other receivables financing transaction, or forward purchase or sale of a security, commodity or other financial instrument or interest (including any option with respect to any of these transactions), (ii) any type of transaction that is similar to any transaction referred to in clause (i) above that is currently, or in the future becomes, recurrently entered into in the financial markets and which is a forward, swap, future, option or other derivative on one or more rates, currencies, commodities, equity securities or other equity instruments, debt securities or other debt instruments, economic indices or measures of economic risk or value, or other benchmarks against which payments or deliveries are to be made, and (iii) any combination of the transactions referred to in clauses (i) and (ii) above; (b) to execute and deliver to or in favor of PNC such agreements, documents and instruments, required or requested by PNC in connection with any of the foregoing products, services or actions, including but not limited to evidences of indebtedness, guaranties, interest rate or currency protection agreements, equity, credit and other derivative documents (on International Swap Dealers Association forms or otherwise), repurchase and reverse repurchase agreements (on the Bond Market Association forms or otherwise), asset securitization and other receivables financing agreements, trust agreements or other indentures, collateral security documents (including but not limited to security agreements, financing statements, pledge agreements, assignments, mortgages or deeds of trust), and any supporting documents required by the terms of any of the foregoing agreements, documents or instruments, any of which may contain a warrant of attorney authorizing PNC to confess judgment against Client for all sums due or to become due by Client to PNC and/or a provision waiving the right to trial by jury; (c) to execute and deliver to or in favor of PNC any amendments, modifications, renewals or supplements of or to any of the foregoing agreements, documents or instruments; and (d) to take any other action requested, required or deemed advisable by PNC in order to effectuate the foregoing, all such actions being hereby approved, ratified and confirmed in all respects; and be it further

Resolved, that all past acts of officers, managers, agents and other representatives of Client in executing such agreements, documents and instruments, obtaining credit and giving security on behalf of Client are hereby approved, ratified and confirmed in all respects; and be it further

Resolved, that Bank or PNCCM is authorized to take any action authorized hereunder based upon (a) the telephonic request of any person purporting to be a person authorized to act hereunder, (b) the signature of any person authorized to act hereunder that is delivered to Bank or PNCCM personally or by facsimile transmission, or (c) any telex originated by any of such persons, tested in accordance with such procedures as may be established between Client and Bank or PNCCM from time to time; and be it further

Resolved, that a certified copy of these resolutions be delivered to Bank or PNCCM and that they and the authority vested in the persons specified herein will remain in full force and effect until a certified copy of a resolution of Client revoking or modifying these resolutions and such authority has been delivered to Bank or PNCCM; and be it further

Resolved, that each of the above-named persons holds the office, title or status with Client specified above and, following each such person's name, his or her actual signature appears.