

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

A meeting of the Board of Directors of Roswell Park Cancer Institute Corporation was held on Wednesday, December 13, 2023, at 12:00 pm in the COE Multi-Purpose Room at 907 Michigan Avenue and MS Teams.

Present: Leecia Eve, Chair
Lisa Damiani
Gregory Daniel, MD (VIA Teams)
Linda A. Dobmeier
Anne D. Gioia
Donna Gioia
Candace S. Johnson, PhD, President & CEO
Gail Mitchell, Esq.
Johanne Morne - (VIA Teams)
Elyse NeMoyer
R. Buford Sears - (VIA Teams)
Garnell W. Whitfield, Jr.
Lee Wortham

Present by Invitation:

Ron Andro, Chief Clinical Operations Officer - Teams
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 - Teams
Amy Dunn Kirkpatrick, Asst Vice President & Deputy General Counsel
Ross Eckert, Chair, Roswell Park Alliance Foundation
Cindy Eller, Chief Development Officer
Julia Faller, DO, MS, Chief Medical Officer
Thomas R. Furlani, PhD, SVP, Chief Information Officer
Ann Marie Gibney, Administrative Chief of Staff
Ryan Grady, Chief Financial Officer
John Hannibal, IV, MD, JD, Deputy Chief Diversity Officer
Elizabeth Haremza, MBA, BA, Project Manager II
Kathryn Hineman, Vice President & General Counsel
Michael E. Johnson, Director, Government & Community Relations- Teams
James C. Kennedy, Vice President, Government & Community Relations
Gary Mann, MD, Staff Physician (Surg Onc)
Kathy Mastrobattista, Exec Dir, Corporate Compliance & Patient Privacy - Teams
Mary Reid, PhD, Chief, Cancer Screening & Survivorship
Charles Roche, MD, Director of Quality, Safety & Research, (Diagnostic Rad)
Crystal Rodriguez-Dabney, SVP, Chief Diversity Officer
Michael B. Sexton, Esq., Senior Vice President, and Chief Legal Officer,
and Corporate Secretary
Andrew Storer, PhD, DNP, SVP, CNO
David Tear VP of Business Development and Network Integration

I. CHAIRWOMAN'S OPENING REMARKS

Ms. Eve provided welcome remarks and thanked everyone for attending. She appreciated everyone agreeing to extend the board meeting to 2.5 hours, to allow for discussion of projects. She spoke about the board retreat being planned for March 2024; it will be a full day retreat. She acknowledged the excellent work of Dr. Tom Furlani, Roswell Park's Chief Information Officer, as he is retiring next month. In closing, she expressed a prayer in this holiday season for peace and greater understanding throughout the world.

II. DRAFT MINUTES OF BOARD MEETINGS

Ms. Eve called for approval of the minutes from the September 29, 2023 Board meeting.

A motion was made by Ms. NeMoyer to approve the September 29, 2023 Board meeting minutes, seconded by Ms. Dobmeier, and unanimously carried.

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 December 6, 2023, and were recommended for approval by the Finance Committee.

Workday Renewal: Dr. Furlani made some descriptive remarks on the renewal of this critical software platform.

A motion was made by Mr. Wortham to approve the Workday Renewal, seconded by Ms. Mitchell, and unanimously carried.

Service Contracts over 1 Year Duration: Mr. Sexton reminded the Board of the Public Authority Law requirement of Board approval of any service contract having a term greater than one year.

Becton Dickinson Service Agreement: Mr. Sexton explained this is a service contract for a new upgraded flow cytometry platform for the flow shared resource. Ms. Damiani asked about the breach of contract language in the agreement. Mr. Sexton responded that while the breach language permitted early termination, the vendor would not agree to Roswell having a termination for convenience provision.

A motion was made by Mr. Wortham to approve the Becton Dickinson Service Agreement, seconded by Ms. Mitchell, and unanimously carried.

Vizient Two Service Contracts: Mr. Sexton summarized two statements of work under the Vizient group purchasing agreement. The first provides access to up to 25 industry support function networking/educational groups, to provide support for certain management titles at Roswell Park. The second is a consulting SOW for the eCommerce electronic purchasing platform recently acquired by Roswell Park.

A motion was made by Ms. Damiani to approve the two Vizient SOW service contracts, seconded by Ms. NeMoyer, and unanimously carried.

IV. ENVIRONMENTAL STEWARDSHIP AND SUSTAINABILITY AT ROSWELL PARK

Gary Mann, M.D., a surgical physician on the medical staff, provided a presentation about Environmental Stewardship and Sustainability (ESS) initiatives at Roswell Park. He discussed the impact of climate change on human health. He outlined the cross-functional team overseeing sustainability initiatives at Roswell Park, including the executive sponsor as well as the steering committee. Then Ms. Haremza outlined efforts to mitigate the organization's carbon footprint. She also reviewed Roswell Park's partners activities in this area, including UB, Memorial Sloan Kettering, BNMC, and others.

V. PHYSICIAN CREDENTIALING

Ms. Dunn-Kirkpatrick opened a presentation on credentialing of physicians and advised the Board on its responsibilities regarding credentialing of the medical staff. She thanked Donna Gioia for requesting that this presentation come to the Board, and she then introduced Dr. Roche, the chair of the credentialing committee. He presented the make up of the medical staff office. He explained the difference of credentialing and privileging and described the processes employed to properly credential each physician and fulfill due diligence requirements.

Dr. Johnson then shared a video covering the grand opening of 907 Michigan Avenue.

Ms. Mitchell moved that the meeting proceed to Executive Session for the purposes of receiving the CEO update on business operations and strategy, as well as reports covering clinical activities, quality; a Magnet application update, the "first 100 Days' Diversity Report" and a report on litigation matters. The motion was second by Ms. Anne Gioia and unanimously approved.

VI. LEADERSHIP REPORTS

Institute Update

Dr. Johnson began her update with the CCSG update. [REDACTED]

[REDACTED] This is the best score in the history of Roswell's CCSG reviews, and it provides an opportunity to extend Roswell's next competitive renewal out 7 years. She announced Dr. Tom Furlani's retirement as CIO in January 2024. She thanked Dr. Furlani for his great leadership, and informed the Board that a new CIO, Buddy Hickman, will start on January 15, 2024. She spoke about Dr. Boris Kuvshinoff's retirement as Chief Medical Officer, and introduced Dr. Julia Faller as the new Chief Medical Officer. The Physician in Chief position is currently an active search. Dr. John Kane will be retiring in May 2024, currently there is an active search for his replacement as Chair of Surgical Oncology. Ms. Kathryn Kartalis is the new Vice President of Clinical Research Services, as Dr. Camille Wicher retired in December. Dr. Johnson stated that she removed the SVP of Business Development title from Dr. Schwaab, with Dr. Sai Yendamuri taking over Dr. Schwaab's duties with Roswell's captive professional corporation on an interim basis. He is also an internal candidate for the Physician in Chief role.

Dr. Johnson provided a brief update on the budget. She stated that the chairs and senior leaders have been made aware that new initiatives are currently on hold, and a soft freeze on new hires is in place. She noted that a few targeted position reductions had been implemented. She

also mentioned cost savings measures, both salary and non-salary that are currently being reviewed.

Dr. Johnson updated the Board on the status of replacing the medical record system. She stated that Kaleida and ECMC are looking for an electronic health record community solution. We are being supportive of this effort for them, but not sure if this will work for Roswell Park. She also spoke about the residents at UB pursuing unionization. Costs are borne by the hospitals, but negotiations are being conducted by UB, with no hospital representation. This is concerning.

Ms. Eve provided feedback on Dr. Johnson's presentation and spoke about her conversations with Mr. Grady regarding finances.

Ms. Damiani asked that the Board be notified in advance when positions will be eliminated. Mr. Wortham spoke on the finances and budget issues. [REDACTED]

CMO Update & Quality Report

Dr. Faller provided a brief introduction to her new role as CMO. She reviewed the pillars of care - people, quality, operations, and stewardship. Ms. Eve made a few statements about quality and the quality committee meetings. Ms. Bowser presented on quality and quality oversight. She discussed improving population health, reducing cost of care, enhancing the patient experience, and improving provider satisfaction. Ms. Eve asked that all Board members receive a copy of the quality white paper that Ms. Bowser referred to in her presentation, Betsy Doty Lampson will be sure all members receive a copy.

Magnet Update

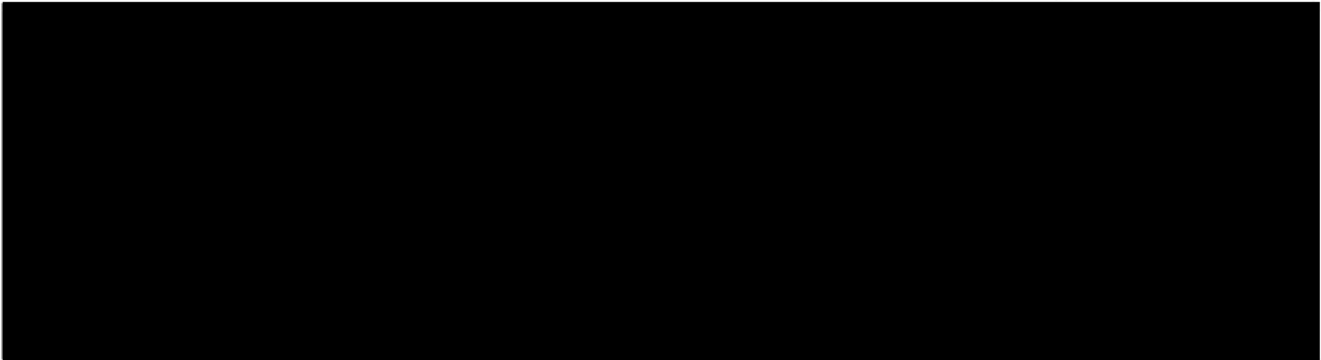
Dr. Storer provided an update on Roswell Park's coming Magnet application, which will be submitted after the first of the year, prior to the next board meeting. Magnet is a designation of nursing excellence, a commitment to continuous improvement and an investment in nursing talent and development. He reviewed the impact of Magnet on employees, patients, and the organization and the progress Roswell Park has made in the past 2.5 years. He reviewed the Magnet timeline, the official Magnet application will be submitted in February 2024 after strategic preparation has been conducted, Roswell Park will host representatives from the ANCC for the official Magnet site visit assessment, most likely in September 2024. Ms. Damiani stated that in the community she regularly hears of the great nursing care at Roswell Park.

100 Day Overview

Ms. Rodriguez-Dabney presented on her first 100 days as Senior Vice President and Chief of Diversity, Equity and Inclusion. She also stated that after the first of the year, she will reach out to each Board member individually and be available to meet should anyone have questions. She then introduced Dr. John Hannibal, the Deputy Chief Diversity Officer. He reviewed the baseline complaints and analysis data, and plans to implement new procedures. Ms. Rodriguez-Dabney reviewed the new complaint processes for the office. She also provided a current snapshot of the NYS DHR complaints for Kaleida, Catholic Health and ECMC from 2012 to current, which had been obtained in a Freedom of Information Law request from NYSDHR. These systems, as expected, had more claims than Roswell Park, which is a different message than the one disseminated by the Buffalo News and other media recently.

Litigation/Institute Operations Report

Mr. Sexton reported on current litigation status. Two new discrimination cases were received since August 2023; one case is a vaccine case. Eight new non-vaccine cases during calendar year 2024, and the last 5 were defended in house. Ms. Dunn-Kirkpatrick gave a brief report on malpractice caseload, which remains stable after a spike several years previously.



Signature Rights

Mr. Sexton asked for approval of the following officer titles to be authorized to execute contracts:

- President & CEO
- Deputy Director
- Chief Financial Officer
- SVP & Chief Legal Officer
- SVP, Chief Clinical Operations Officer
- Chief Medical Officer
- VP of Managed Care (individual patient reimbursement agreements less than

\$50,000)

A motion was made by Ms. NeMoyer to approve the Resolution for Contract Signatures, seconded by Mr. Wortham, and unanimously carried.

Ms. Mitchell made a motion to return to open session, seconded by Ms. NeMoyer

P&P Report

Informational only. Materials in Director's Desk.

Government Relations Report

Informational only. Materials in Director's Desk.

Nursing

Informational only. Materials in Director's Desk.

Clinical Operations Report

Informational only. Materials in Director's Desk.

2nd Quarter Financial Statements

On motion by Ms. NeMoyer seconded by Ms. Mitchell the 2nd quarter financial statements were approved.

FY24 Preliminary Budget Submission to NY ABO

On motion by Mr. Whitfield, Jr. seconded by Ms. NeMoyer the FY24 Preliminary Budget Submission to NY ABO were approved.

2nd Quarter Investment Activity

On motion by Ms. Mitchell seconded by Ms. Donna Gioia the 2nd quarter investment activity was approved.

Medical Staff Credentials & Minutes

Informational only. Materials in Director's Desk.

Resident Work Hours

On motion by Ms. Dobmeier seconded by Ms. NeMoyer the Resident Work Hours report was approved.

Governance Update

Ms. Donna Gioia provided a quick update regarding the scheduled Board retreat in March.

Audit Update: Information only.

IT Committee Update

Ms. NeMoyer also thanked Dr. Furlani for his leadership.

Technology Transfer Update

Ms. NeMoyer reported that Randy Clower, an attorney staffing the Technology Transfer Office, has been tasked with oversight of Roswell's patent processes, and is able to handle some of the filings in house, saving significant money.

VII. ADJOURNMENT

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

Michael B. Sexton, Secretary