

**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, August 31, 2017 at 12:00 pm in the Zebro Conference Room in the Center for Genetics & Pharmacology.

Present: Michael L. Joseph, Chairman, Presiding
Gregory Daniel, MD
Linda A. Dobmeier
Anne D. Gioia
Donna Gioia
Ken Manning
Gail Mitchell, Esq.
Elyse NeMoyer
R. Buford Sears
Dennis Szefel
Steven Weiss, Esq.
Candace S. Johnson, PhD, President & CEO

Excused: Hon. Salvatore R. Martoche, Esq.
Howard Zucker

**Present by
Invitation:** Laurel DiBrog, Vice President of Marketing
Betsy Doty-Lampson, Board Administrator
Amy Dunn Fitzpatrick, Esq., Associate General Counsel
Cindy Eller, Vice President for Development
Marc Ernstoff, MD, Senior Vice President of Department of Medicine
Victor Filadora, MD, MS, MBA, Chief of Clinical Services
Ann Marie Gibney, Executive Office Administrator
Leah Halton, Director, Government & Community Relations
Shirley Johnson, MS, MBA, BSN, RN, Sr. Vice President of Nursing &
Patient Care Services
Laura Krolczyk, Vice President of External Affairs
Boris Kuvshinoff, MD, Chief Medical Officer
Gregory A. McDonald, Chief Financial Officer
Adekunle Odunsi, PhD, MD Deputy Director & Chair of Gynecologic
Oncology (via telephone)
Thomas Schwaab, MD, PhD, Chief of Strategy, Business Development &
Outreach
Michael B. Sexton, Esq., Chief Institute Operations Officer,
General Counsel and Corporate Secretary
Lee C. Wortham, Chairman, Foundation Board
Cynthia Yebernetsky, Executive Assistant, Human Resources

CHAIRMAN'S OPENING REMARKS

Mr. Joseph welcomed everyone to the meeting.

MINUTES

Mr. Joseph called for approval of minutes from the June 30, 2017 meeting. *The minutes of the June 30, 2017 meeting were reviewed and upon motion by Mr. Szefel, seconded by Ms. NeMoyer, were unanimously approved.*

Mr. Joseph called for approval of minutes from the July 31, 2017 Special Board meeting. *The minutes of the July 31, 2017 meeting were reviewed and upon motion by Mr. Manning, seconded by Ms. Dobmeier, were unanimously approved.*

CONTRACT/CAPITAL EXPENDITURE PROJECTS

There was a discussion about the following projects/contracts that were approved at the Finance Committee. After discussion the following were approved:

Radiology Equipment

A motion was made by Ms. NeMoyer and seconded by Mr. Szefel to approve the Radiology Equipment purchase at the cost of \$4,526,000, which was unanimously approved.

Radiation Therapy Equipment

A motion was made by Ms. Dobmeier and seconded by Ms. NeMoyer to approve the purchase of a new Linac radiation system at the cost of \$3,018,000, which was unanimously approved.

Surgical Robot

A motion was made by Ms. A. Gioia, seconded by Ms. NeMoyer to approve the purchase of the new Surgical Robots at a cost of \$4.8M, which was unanimously approved.

SOLE SOURCES

There was a discussion about the following projects/contracts that were approved at the Finance Committee. After discussion the following sole source purchases were approved:

NMH Retrocommissioning Phase II Task 1

A motion was made by Ms. Mitchell, seconded by Mr. Szefel to approve the Sole Source NMH Retrocommissioning Phase II Task 1 Contract at a cost of \$800,000, which was unanimously approved.

Nuance Software Solution

A motion was made by Ms. Mitchell, seconded by Mr. Sears to approve the Nuance Software Solution, Sole Source contract, at a cost of \$520,489, which was unanimously approved.

Mr. Manning made a motion to move into Executive Session for the purpose of discussing the status of negotiations with Kaleida regarding the Pediatric Joint Venture, a summary report from Kaufman Hall regarding the 2017 Strategic Plan process and a litigation report from Counsel; said motion was seconded by Mr. Sears and was unanimously approved.

LEADERSHIP REPORT

Dr. Johnson gave an update on the status of the Pediatric Joint Venture with Kaleida. Discussions have stalled at present due to competitive issues between the parties. The Board requested further information and will convene for a special Board meeting in the near future, to discuss options. Ms. Mitchell was excused from the discussion.

Kaufman Hall Update

Jeff Kilpatrick presented on the evolution of cancer care, identifying increasing competition, unmet consumer physician expectations, accelerating costs and limited specialized talent. There is a need for forming partnerships across the state, working with local partners to bring care into the community so it is integrated and convenient for patients. Mr. Joseph requested that this should be a standing agenda item going forward.

Legal/Institute Operations Report

Mr. Sexton gave an update on a discrimination case that has gone through two mediation sessions and is now moving to discovery phase. RPCI made a good faith effort but claimant rejected the offer.

A motion was made by Mr. Manning and seconded by Mr. Sears to return to Open Session and was unanimously approved.

Policy and Procedure Committee

Informational Only

Chief Medical Officer Report

Informational Only

Business Development

Informational Only

Government Relations

Informational Only

Information Technology

Informational Only

Financial Highlights

Mr. Joseph noted that the Financials were in Director's Desk and were fully discussed and approved at the Finance Committee meeting on the previous day, therefore they all would be consented and approved below. He asked if there were any questions, none were asked.

1st Qtr. Combined Financial Statements

On motion by Mr. Weiss, seconded by Ms. NeMoyer, 1st Qtr. Combined Financial Statements were unanimously approved.

1st Qtr. Investment Activity

On motion by Ms. NeMoyer, seconded by Ms. Dobmeier, 1st Qtr. Investment Activity was unanimously approved. Ms. Gioia and Mr. Sears abstained.

Nursing/Ambulatory Project Update
Informational Only

Clinical Operations Report
Informational Only

Medical Staff Report
Medical Staff Credentials; Subcommittee Minutes
Informational Only

OTHER BUSINESS

There being no further business, a motion was made for adjournment by Mr. Weiss, seconded by Mr. Manning and was unanimously carried.


Michael B. Sexton, Secretary