

**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, June 28, 2018 at 12:00 pm in the Gaylord Cary Conference Room.

Present: Michael L. Joseph, Chairman, Presiding
Gregory Daniel, MD
Linda A. Dobmeier
Anne D. Gioia
Kenneth A. Manning, Esq.
Gail Mitchell, Esq.
Elyse NeMoyer
R. Buford Sears
Dennis Szefel
Steven Weiss, Esq.
Gregory Young, MD (designee for Dr. Zucker)
Candace S. Johnson, PhD, President & CEO

Excused: Donna Gioia
Hon. Salvatore R. Martoche, Esq.
Howard Zucker, MD, New York State Commissioner of Health

**Present by
Invitation:** Holly Bowser, Vice President of Organizational Performance Improvement
Christopher J. Darlak, Deputy Chief Information Officer
Laurel DiBrog, Chief Marketing and Communication Officer
Betsy Doty-Lampson, Board Administrator
Errol Douglas, Vice President of Human Resources
Amy Dunn Kirkpatrick, Esq., Senior Counsel for Risk Management
Cindy Eller, Vice President for Development
Victor Filadora, Chief of Clinical Services
Ann Marie Gibney, Executive Office Administrator
Leah Halton-Pope, Director of Government and Community Relations
Kathryn L. Hineman, Deputy General Counsel
Shirley Johnson, BSN, RN, MSN, Chief Nursing Officer
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
Thomas Schwaab, MD, PhD, Chief of Strategy, Business Development &
Outreach
Michael B. Sexton, Esq., Chief Institute Operations Officer,
General Counsel and Corporate Secretary
Cynthia Yebernetsky, HR Executive Assistant

I. CHAIRMAN'S OPENING REMARKS

Mr. Joseph welcomed everyone to the meeting. Mr. Joseph advised the board of a new Board member, Leecia Eve. She is Verizon's Vice President of State Government Affairs for New York, New Jersey and Connecticut. Ms. Eve will be in attendance at the next board meeting.

Mr. Joseph also announced that after some consultation with State officials, he will be the Chairman for an additional year.

II. MINUTES

Mr. Joseph called for approval of the minutes from the March 30, 2018 Board meeting. *The minutes of the March 30, 2018 meeting were, on motion by Ms. Mitchell, seconded by Mr. Manning, unanimously approved.*

III. CONTRACTS

ERP System

Mr. Darlak provided background on the ERP system vendor selection, and now that the selection is completed, Roswell will be looking for an implementation partner. He will bring a recommendation to the next Finance meeting.

Contracts that were approved after full review by the Finance Committee were then considered. They were the Microsoft License Upgrade, the Replacement of the 1.5T MRI system, and the ASP Service Contract. The ASP Service contract is a maintenance contract that has a term of greater than one year.

The Microsoft License Upgrade, 1.5T MRI replacement and ASP Service Contract were, on motion by Mr. Manning, seconded by Ms. Anne Gioia, unanimously approved.

Amendment to K. Anton Consulting Agreement

Mr. Sexton provided background on the extension of the Kristen Anton Consulting agreement and the reason for the amendment. Once the science data infrastructure project with White River is finished, she will become an employee of Roswell, thus the need for \$35,000 approval. There were no questions. *The amendment to the Kristen Anton Consulting Agreement was, on motion by Ms. Dobmeier, seconded by Ms. NeMoyer, unanimously approved.*

A motion was made by Mr. Manning to move into Executive Session for purposes of receiving updates relating to Strategic and Business initiatives including OmniSeq and Cuba and an update on the Strategic Plan implementations, ambulatory and patient care updates, marketing updates, development and government affairs which was seconded by Mr. Sears and unanimously approved.

IV. LEADERSHIP REPORTS

OmniSeq, Inc. & Center Update

Dr. Johnson provided an OmniSeq update. The sales relationship is strong with LabCorp, and the company is currently funded through July 2019. There is interest in exploring additional series B funding.

Roswell Park's CCSG grant has been submitted, and the site visit is scheduled for September 27th. Dr. Johnson also provided an update on recruitment in the various departments. She provided an update on the Institute's efforts to make services available to patients of CCS Oncology, and also updated on interactions with Kaleida and Catholic Health.

Business Development Update

Dr. Schwaab provided an update on Cuba. The project documentation was submitted to Cuban government authorities for approval and there is a 60-day review process. Approval is expected late August/early September.

Quality Updates

Ms. Bowser provided an update on The Joint Commission accreditation for the hospital, palliative care and laboratory.

Ambulatory Updates/Patient Care Updates

Shirley Johnson discussed projects currently ongoing in the ambulatory services area: Care Delivery Redesign, Nurse Call Center and Scribe Pilot.

Opioid Crisis

Drs. DeLeon and Zsiros presented on the current issues in opioid misuse and abuse and what steps the Roswell Park team has taken in the post-surgery, pain-management protocol for patients in order to mitigate risks in this regard for Roswell cancer patients.

Marketing Update

Ms. DiBrog provided an update on how her team is working to reduce costs, eliminate lost revenues, receive better patient outcomes and improve Roswell patients' experience. She also talked about how Roswell Park's physician liaison program is improving new to institute patient growth.

Development Update

Ms. Eller briefly gave an update on the Ride, which raised over \$5.2M. She also shared the Herd of Hope video. The Herd of Hope campaign will launch on July 16. This campaign entails soliciting companies for a \$5,000 sponsorship. Each sponsor will receive a blue buffalo statue to

display at their business and will receive media recognition. The goal is to raise \$500,000 for new research.

Mr. Sears asked that the minutes note that the entire board is grateful to Ms. Eller and her team for reaching \$5.2M.

Government Relations Update

Informational only.

V. LITIGATION/INSTITUTE OPERATIONS REPORT

Litigation Report

Information only.

Policy & Procedures Committee Report

Information only.

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

VI. AUDIT COMMITTEE REPORT

Audited Financial Statements

Mr. Szeffel asked if there were any questions. There being no questions, he asked for approval of the Audited Financial Statements. *On motion by Mr. Szeffel, seconded by Mr. Sears, the audited financial statements were unanimously approved.*

FY2018 Independent Audit Report

Information only.

VII. 4TH QUARTER FINANCIAL STATEMENTS

Mr. McDonald reviewed the fourth quarter financial results. *On motion by Mr. Szeffel, seconded by Mr. Sears, the 4th Quarter Financial Statements were unanimously approved.*

VIII. 4TH QUARTER INVESTMENT ACTIVITY

Investment Activity Report

The fourth quarter investment activity was, on motion by Mr. Weiss, seconded by Ms. Anne Gioia approved. Mr. Manning and Mr. Sears abstained.

Annual Review of Investment Policy

Mr. McDonald stated there is one minor change in the policy, page 169 title will change from Assistant Vice President to Vice President. *The investment policy was, on motion by Mr. Sears, seconded by Ms. Mitchell approved.*

Investment Audit

Informational only.

IX. NYS ANNUAL REPORT

Mr. McDonald asked if there were questions regarding the NYS annual report. There being no questions, he asked for approval. *On motion by Mr. Sears, seconded by Mr. Szefel, the NYS Annual report was unanimously approved.*

X. GOVERNANCE REPORT

38TH ANNUAL TRUSTEE CONFERENCE

Dr. Johnson advised of the trustee conference being held September 14-16, 2018. If anyone is interested in attending, they should notify Betsy.

XI. IT UPDATE

Mr. Manning stated he is working with Mr. Darlak to move IT projects along while the search for a new CIO is in process.

XII. TECHNOLOGY TRANSFER COMMITTEE UPDATE

Mr. Sexton announced the promotion of Patrick Emmerling, PhD to Director, Technology Transfer Department. The next Technology Transfer Committee meeting is in August, and a more detailed report will be made to the Board at the August Board meeting.

XIII. MEDICAL STAFF REPORT

Informational only.

XIV. NURSING REPORT

Informational only.

XV. CLINICAL OPERATIONS REPORT

Informational only.

Mr. Manning made a motion to move the meeting into Executive Session for review and discussion of the proposal to extend the employment agreement term of the Chief Executive Officer, which was seconded by Ms. Dobmeier and unanimously approved.

In Executive Session, the Board reviewed the SullivanCotter compensation report for the CEO's compensation package. There was a brief discussion of the proposal to extend her term of employment by five years and to approve a pay adjustment.

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

Mr. Joseph asked for a motion to approve the amendment to Dr. Johnson's employment contract for five years and to increase her compensation to \$915,000 base level, which was made by Ms. Dobmeier and seconded by Mr. Manning and unanimously approved.

XVII. OTHER BUSINESS

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



Michael B. Sexton, Secretary