A meeting of the Board of Directors of Roswell Park Cancer Institute Corporation was held on Thursday, June 20, 2019 at 12:00 pm in the Gaylord Cary Conference Room.

Present: Michael L. Joseph, Chairman
Gregory Daniel, M.D. (phone)
Linda A. Dobmeier
Anne D. Gioia
Donna 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: Leecia Eve, Esq.
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
Michael Ciesielski, PhD, Asst Professor, Neurosurgery
Betsy Doty-Lampson, Board Administrator
Cindy Eller, Chief Development Officer
Robert Fenstermaker, MD, Chair of Neurosurgery
Tom Furlani, PhD, CIO
Ann Marie Gibney, Executive Office Administrator
Pamela D. Giesz, MSN, RN, Chief Nursing Officer
Kathryn L. Hineman, Deputy General Counsel
Shirley Johnson, Chief Clinical Operations Officer
James C. Kennedy, Director, Government & Community Relations
Laura Krolczyk, Vice President of External Affairs
Boris Kuvshinoff, II, MD, Chief Medical Officer
Gregory A. McDonald, Chief Financial Officer
Michelle R. Moore, Assistant VP, HR
James Newman, Chair of Alliance Foundation
Kunle Odunsi, MD, PhD, FRCOG, FACOG, Deputy Director
Raghu Ram, MD, Vice President of Value-Based Care Optimization & Community Clinical Collaboration
Mark F. Salada, Sr. Director, Materials Management
Thomas Schwaab, MD, PhD, Chief of Strategy, Bus Dev & Outreach
Michael B. Sexton, Esq., Chief Administrative Officer,
   General Counsel and Corporate Secretary
I. CHAIRMAN’S OPENING REMARKS

Mr. Joseph welcomed everyone. He advised the group that as of the present time, he plans to remain on the Board as chairman until the middle of 2020.

II. MINUTES

Mr. Joseph called for approval of the minutes from the April 24, 2019 Special Board meeting and the March 21, 2019 regular Board meeting. A motion was made by Mr. Manning to approve the April 24, 2019 Minutes and the March 21, 2019 Minutes, seconded by Ms. Dobmeier and unanimously carried.

III. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

Allscripts Master Services Agreement (MSA) Renewal. ($11.4M; $1.4M/year x8)
Dr. Furlani requested an extension of the contract for the Allscripts EHR platform. The total estimated cost of the extension over an initial 6-year term with two 1-year renewal options is estimated to be approximately $11.4M. Funding is provided in the IT department operating budgets. This was vetted at both the Finance and IT Committee meetings. This request is for approval of the expenditure. The MSA remains to be negotiated by the Legal Department. A motion was made by Mr. Sears to approve the Allscripts MSA renewal, seconded by Mr. Weiss and unanimously carried.

HLA Testing Services. ($725K; total spend $3.72M over 4 years).
Ms. Shirley Johnson requested an additional funding allocation of $725K for the remainder of the contract term with Immco Diagnostics through CY20, bringing the total estimated spend under this contract to approximately $3.72M. Funding for this expense is included in the department’s annual operating budget. This was vetted at the Finance Committee meeting. A motion was made by Mr. Weiss to approve the additional funding for HLA Testing Services, seconded by Mr. Manning and unanimously carried.

Interpretation.
Ms. Shirley Johnson requested approval for approximately $1.1M in additional funds through December 2020 for interpretation and translation services provided by AllWorld Language Consultants and International Institute of Buffalo. Prior to the conclusion of this time period, Management will assess the continued demand for the services and evaluate alternative means of interpretation such as the use of Video Remote Interpreting (VRI) in settings where deemed appropriate, as well as conduct a competitive market evaluation for these services in accordance with procurement policy. A motion was made by Ms. Dobmeier to approve the additional funds for Interpretation, seconded by Ms. Anne Gioia and unanimously carried.

IT Technical Staffing. ($2.5M; $833K/year x3)
Dr. Furlani requested approval to award Systems Personnel, TEKsystems, Genuent LLC, Fusco Personnel and Genzone Corporation the combined temp staffing contracts currently estimated at $2.5M over 3 years. These agreements, for IT technical personnel, was the subject of an RFP. A motion was made by Mr. Manning to approve the IT Technical Staffing, seconded by Mr. Weiss and unanimously carried.
IV. SINGLE/SOLE SOURCE PROCUREMENTS

Allscripts EHR Oncology Content.
Dr. Furlani requested approval of the single source procurement of Allscripts Oncology Care Content Package, Acute Care Via Integration, and accompanying professional services. The cost includes one-time licensing fees of $118K, one-time implementation fees of $366K and annual maintenance fees of approximately $24K over a six-year proposed term. The total project cost is $628K. The funds are included in the IT capital and operating budgets. A motion was made by Mr. Manning to approve the Allscripts EHR Oncology Content, seconded by Ms. NeMoyer and unanimously carried.

Inpatient Consultative Psychiatric Services.
Dr. Kuvshinoff requested approval to continue utilizing Suburban Psychiatric Associates, LLP for the next six to nine months for an additional spend of approximately $150K, with an anticipated total spend of approximately $400K related to the single source contract. Funding is included in the department’s operating budgets. This will be an increase in the previously approved spend, which was approved as a sole source. A motion was made by Mr. Weiss to approve the additional funds for Inpatient Consultative Psychiatric Services, seconded by Ms. Mitchell and unanimously carried.

V. RESEARCH UPDATE - SurVaxM

Dr. Fenstermaker provided an update on SurVaxM - Phase II trial: SurVaxM with standard therapy in newly diagnosed glioblastoma. SurVaxM is a novel cancer vaccine designed to stimulate an immune response targeting the tumor-associated molecule survivin. The Phase II multi-center clinical trial is now fully enrolled. A randomized, prospective trial of SurVaxM is necessary to obtain FDA approval for drug commercialization.

Mr. Manning made a motion, seconded by Mr. Sears, to move the meeting to Executive Session for the purposes of receiving status reports and evaluating strategic plan activities, quality assurance report, including NYPORT reports by the CMO, status of negotiations for reimbursement contract renewals with local payors and litigation report from counsel.

VI. LEADERSHIP REPORT

Institute Update.
Dr. Johnson provided an institute update. Her update included the great news about the CCSG renewal and the increase in grant dollars. She provided an update on what Roswell Park is doing with regard to capacity issues.

There are several things being done at Roswell Park regarding gender issues in the work place. Roswell Park has and will continue to conduct salary reviews to ensure gender parity in compensation. Dr. Johnson is also having small group breakfast meetings with female clinical faculty, which has just begun this week. She provided an update on Omniseq, since the LabCorp transaction. She mentioned that she would like to plan a board retreat this Fall. With regard to the
CEO evaluation, Mr. Douglas put together an evaluation form for each board member to complete. This form will be sent to all board members.

*Finance Update.*
Mr. McDonald provided an update on the 4th quarter financial statements, including an update on GBCT, CAR-T cell therapy reimbursement, and the status of the captive PC. He also provided annual performance comparison to peer and local health systems.

*Chief Medical Officer Update.*
Dr. Kuvshinoff provided an update on the quality report. He spoke about the root cause analyses (RCA) program and explained the reportable NYPORTS. He also provided an update on the Peer Review committee. He also spoke about the Roswell Park physicians board certification requirements. A new department has been created, Internal Medicine, with Dr. Brahm Segal as the chair. This department includes: ICU, Critical Care Services, Intermediate Care Unit, Hospitalist Medicine Service, Assessment and Treatment Center and medicine subspecialties – infectious disease, cardio-oncology, gastroenterology, endocrinology, undiagnosed clinic, nephrology, hematology and pulmonary. Recent leadership appointments under Dr. Segal are Laura Mango, MD, Medical Director, ATC and Paul Dejac, MD, Chief, Hospitalist Medicine. The ATC has exceeded 4,000 visits and continues to grow.

*Payor Negotiation Update.*
Dr. Ram provided an update on health plan partnerships. Roswell’s initial renewal proposals are in with IHA and HealthNow and the negotiating team is awaiting their responses. There is continuing pressure on Managed Medicaid rates, as major local insurers are separating these plans out.

*Strategic Goal Achievement.*
Mr. Sears provided background information on the variable pay program, and discussed the goal setting process, which generally involves the strategic and business related plans and goals for the institution. The achievement levels of the executives in the program, previously vetted by the Board Compensation Committee, were reviewed.

**VII. LEGAL/OPERATION UPDATE**

*Litigation Report.*
Mr. Sexton provided an update on litigation. Thirty matters remain pending.

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

*Policy & Procedures Committee Report.*
Informational Only

*Review of Procurement Guidelines.*
Mr. Sexton highlighted the updates made to Policy 624.1.
VIII. DEVELOPMENT UPDATE

Ms. Eller provided a development update. She presented a graph on dollars raised by her division and then explained patient impact of those dollars at work. The Ride for Roswell is coming up the following weekend and she expects to make the goal of $5.6M, with over 7,700 riders and donations are up from last year. Twenty-five percent of the donations are through Facebook. The Empire State Ride in on track to raise $1M and the 11-day power play is tracking to exceed $1M. Roswell Park is an 80% net beneficiary on the 11-day power play. She then shared the Celebration of Hope video.

IX. GOVERNMENT RELATIONS UPDATE

Ms. Krolczyk provided a government relations update. In the new state budget, Roswell Park received the full $102M plus an additional $50K appropriated to support capital expenses. The procurement legislation has passed, which will remove language in the enabling statute exempting procurements under $25K from publication requirements. This will bring Roswell Park in line with Economic Development Law which raised that threshold to $50K for publication. The Government Relations full report is available in Director’s Desk.

X. 4TH QUARTER COMBINED FINANCIAL STATEMENTS
Consent Approval.

XI. 4TH QUARTER INVESTMENT ACTIVITY

Annual Review of Investment Policy.
Consent Approval.

XII. PERIOD REVIEWS

NYS Annual Report.
Consent approval

Annual Review of Finance Charge.
Consent approval

The above four consent approvals were, on motion by Mr. Szefel, seconded by Ms. NeMoyer and motion approved by majority. Mr. Sears, Ms. Donna Gioia and Mr. Manning abstained from the vote.

XIII. GOVERNANCE UPDATE.

Directors Conflict of Interest Policy.
Mr. Sexton provided information on the changes being proposed.

Director/Executive Conflict of Interest Amendment to Research Conflicts.
All investments in spin-offs of Roswell Park should be disclosed. Mike will review and revise the policy and present at the next governance committee meeting.
Director’s Financial Disclosures.
A motion was made by Mr. Manning to approve the amendments to the Director’s Conflict of Interest policy, seconded by Ms. Donna Gioia and unanimously carried.

XIV. AUDIT COMMITTEE UPDATE

Mr. Szefel stated that FreedMaxick expects to issue a clean opinion of the consolidated financial statements. He congratulated Mr. McDonald and his team.

Audited Financial Statements.
A motion was made by Mr. Szefel to approve the audited financial statements, seconded by Mr. Sears and unanimously carried.

XV. IT REPORT

Mr. Manning stated that IT projects are moving along. Going forward there will be an increase in the number of IT Committee meetings.

XVI. MEDICAL STAFF REPORTS

Medical Staff Credentials: Sub-committee Minutes.
Informational only.

Informational only.

Nursing Report.
Informational only

XVII. EXECUTIVE SESSION (WITH STAFF EXCUSED)

Due to lack of time, this will be discussed at the next board meeting.

Mr. Sears asked for approval of the Variable Pay allocations, as discussed earlier in Executive Session. On motion by Ms. Dobmeier, seconded by Ms. NeMoyer, the Variable Pay Program allocations for fiscal year 2019 were unanimously approved.

XVIII. OTHER BUSINESS/ADJOURNMENT

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

Michael B. Sexton, Secretary