

**ROSWELL PARK CANCER INSTITUTE CORPORATION  
GOVERNANCE COMMITTEE MEETING**

A meeting of the Governance Committee of the Board of Directors of Roswell Park Cancer Institute was held Thursday, October 18, 2018 at Noon in the Patrick P. Lee Conference Room, 9<sup>th</sup> Floor of the Scott Bieler Clinical Science Center.

**Present:** Donna Gioia, Chair  
Anne Gioia  
Elyse NeMoyer  
Linda Dobmeier (telephonically)  
Candace S. Johnson, President and CEO  
Dennis Szefel

**Excused:** Michael Joseph, Chairman of the Board  
Steven Weiss, Esq.

**Staff:** Betsy Doty-Lampson, Administrator to Board of Directors  
Laura Krolczyk, Vice President for External Affairs  
Leah Halton-Pope, Director of Government and Community Relations  
Michael B. Sexton, Esq., Chief Administrative Officer,  
General Counsel and Secretary

**I. Opening**

Ms. Donna Gioia opened the meeting with an introduction advising that the purpose of the meeting was to review the overall Committee structure for the Corporation including Chairs and Committee memberships.

**II. Minutes**

There was a review of the Minutes from the meeting held July 18, 2018. *On motion by Ms. NeMoyer, seconded by Ms. Anne Gioia, those minutes were unanimously approved.*

**III. Director Seniority List**

**Board Committee Chart showing Chairs, Members & Community Members**

**Review Committee Charters**

**Composition and purposes of Executive Committee**

Ms. Donna Gioia turned to a review of the individuals serving as chairs of the various Committees of the Board. There was also a discussion about the Finance Committee. It was noted that this Committee contains a super majority of the Board and the question has been raised as to whether the Committee has too many Board members. Dr. Johnson and Mr. Sexton both noted that management's strong preference is to maintain Buford Sears as Chair of this

Committee, which was greeted with total Committee agreement. There was also a suggestion that Leecia Eve be added as member of this Committee. It was also suggested that perhaps Judge Martoche could be appointed to a different Committee that would take advantage of his legal skills and experience.

There was a discussion about the Governance Committee. Ms. Donna Gioia briefly summarized the Charter for the Governance Committee. Mr. Sexton noted that management was deeply grateful for the excellent service of Ms. Gioia as Chair of the Governance Committee over the years. Management suggested the possibility that Donna Gioia could serve as a Chair of a different Committee such as the Compensation Committee and that perhaps Anne Gioia could serve as a new Chair of the Governance Committee. There was also discussion about Leecia Eve possibly joining this Committee and Mr. Weiss coming off this Committee as there is going to be recommendations for him to join at least one, if not, two other business related Committees.

The Business Development Committee was reviewed. It was suggested that perhaps Ken Manning could serve as the new Chair of this Committee and that Dennis Szeffel and Steve Weiss should be added to the Committee due to their business skills.

The IT Committee was reviewed and it was agreed that Mr. Manning would be retained as the Chair of this Committee as he does such an excellent job. It was suggested that perhaps Anne Gioia could leave this Committee (she is currently serving on at least five (5) Committees) and that Gail Mitchell and Leecia Eve might be added to the Committee. It was also noted that Daniel Magnuszewski is leaving the Committee.

The Audit Committee was reviewed and it was unanimously agreed that Dennis Szeffel should be retained as Chair due to the excellent job that he does in that capacity. It was also suggested that Elyse NeMoyer, Leecia Eve and possibly Linda Dobmeier could be added to the Committee. It was noted at this point that there are numerous recommendations regarding Leecia Eve. Mr. Sexton noted that it was not the intention that Ms. Eve be burdened with four, five or six Committees. Her name is being recommended to various Committees with the understanding that she would be appointed to two, perhaps three of them.

Mr. Sexton described the new Legal Committee. It was agreed that Ms. Mitchell would be retained as Chair and the Committee will recommend that Ken Manning be added to the Committee.

The Technology Transfer Committee was reviewed. Dr. Johnson suggested Ms. Sullivan be retained as Chair of that Committee and that Greg Daniel and Judge Martoche be added as members.

The Corporate Compliance Committee was reviewed and it was initially recommended that Mr. Szeffel be retained as Chair and that Linda Dobmeier be added to the Committee. It was also discussed that perhaps Ms. Dobmeier could serve as Chair of this Committee. There was significant discussion and that recommendation is going to be made.

The Committee discussed the QI Committee of the Medical Staff. Ms. Mitchell is going to be recommended to be added to the Committee.

The Quality Executive Committee was reviewed and it was suggested that Ms. Mitchell be added to this Committee as well.

Ms. Donna Gioia discussed the Executive Committee and suggested that the ByLaws of the Corporation be changed to make it an "Advisory Committee".

The Board Credentials subcommittee was reviewed and no changes are to be recommended.

There was a spirited discussion about the status of community Committee members. The issues discussed were whether there should be more of them or less of them. At the present time, the determination was that no significant changes would be made.

*A motion was made by Ms. Donna Gioia to report the Governance Committee's recommendations to the Board Chairman, Mr. Michael Joseph, which motion was seconded by Ms. NeMoyer and unanimously approved.*

*There being no further business, a motion to adjourn was made by Ms. Anne Gioia, seconded by Ms. NeMoyer and unanimously carried.*

  
Michael B. Sexton, Secretary