

**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, September 26, 2024, at 12:00 pm in the 907 Michigan Avenue Conference Room and using Microsoft Teams.

Present: Leecia Eve, Esq., Chair
Lisa Damiani
Gregory Daniel, MD - via Teams
Linda A. Dobmeier
Anne D. Gioia
Donna Gioia
Candace S. Johnson, Ph.D., 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:**

Holly Bowser, VP Quality & Patient Safety - via Teams
David Donovan, VP, Enterprise Strategic Planning - via Teams
Betsy Doty-Lampson, Board Administrator
Errol Douglas, Ph.D., Chief of Human Resources Management- via Teams
Amy Kirkpatrick, Asst Vice President & Deputy General Counsel
Cindy Eller, Chief Development Officer
Julia Faller, DO, MS, Chief Medical Officer
Ryan Grady, Chief Financial Officer
George Hickman, Chief Digital & Information Officer - via Teams
Michael E. Johnson, Director, Government & Community Relations - via Teams
James C. Kennedy, Vice President, Government & Community Relations
Crystal Rodriguez-Dabney, SVP, Chief Diversity Officer
Elisa Rodriguez, Ph.D., VP, Associate Director of Diversity, Equity and Inclusion
Michael B. Sexton, Esq., Senior Vice President and Chief Legal Officer, and Corporate Secretary
Bryan Sidorowicz, AV Consultant
Andrew Storer, Ph.D., DNP, SVP, Chief Nursing Officer
David Tear, MBA, VP, Chief Hospital & Network Operations

I. CHAIRWOMAN'S OPENING REMARKS

Ms. Eve opened the meeting and welcomed all attendees. She noted that the meeting was being held at the new Roswell Park facility at 907 Michigan Avenue which houses Roswell Park's

community engagement team under Elizabeth Bouchard, Ph.D., and which is also made available for use for local community events. Ms. Eve began the meeting by reading a land acknowledgment recognizing the Seneca Indigenous Nation as the caretakers of the property upon which Roswell Park operates from many years ago, and she also acknowledged the many contributions of indigenous peoples to Roswell Park's mission.

II.



III. DRAFT MINUTES OF BOARD MEETINGS

Ms. Eve turned to the approval of the minutes of the quarterly board meeting held June 25, 2024 and the Special Board meeting held August 20, 2024.

After review, a motion for approval of both sets of minutes was made by Ms. NeMoyer, seconded by Mr. Wortham, and unanimously carried.

IV. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

Ms. Eve turned to approval of contracts and capital expenditures. She noted that there were summaries in the directors' materials for the meeting with respect to each of the contracts and that each of these has been fully vetted by the Finance Committee at its quarterly meeting the previous week.

On the expenditure of up to \$10,000,000 over five years for legal services represented by engagement contracts with twenty-nine law firms, *a motion was made for approval, seconded and unanimously carried.*

On the expenditure of \$6,000,000 over six years for architectural and engineering services, represented by engagement contracts with twenty-two firms, *a motion was made for approval, duly seconded and unanimously carried.*

On the construction management services expenditure of \$4,500,000 over six years, pursuant to a contract with LiRo Hill engineers, *a motion was made for approval, duly seconded and unanimously carried.*

On the expenditure of \$9,500,000 for IT temporary staffing and professional services over three years, *a motion for approval was made, duly seconded and unanimously carried.*

On the single source agreement with Intuitive for a service contract in the amount of \$1,940,000 over five years, *a motion was made for approval, duly seconded and unanimously carried.*

V. DIVERSITY COMMITTEE UPDATE

Dr. Elisa Rodriguez then provided a presentation on the "plan to enhance diversity" components of the CCSG Core grant approval. She reviewed the leadership of the Diversity and Inclusion office and the Plan to Enhance Diversity group in that department, which is under her

supervision. She noted that the Diversity Equity and Inclusion Committee is co-chaired by herself and Crystal Rodriguez-Dabney. The mission for that Committee is to provide leadership, infrastructure improvement, education and evaluation of progress in the DEI area. The logic model developed for DEI was reviewed, which provides tools to apply the DEI initiatives and to measure their impact. She also presented local and New York State DEI metrics showing demographics locally and across the state for minorities and by gender. Dr. Rodriguez also provided 2023 and 2024 Roswell Park workforce demographics across senior leadership, faculty and clinical staff. She provided examples of minority staff members who have progressed up to leadership positions in administration and in the faculty.

Dr. Rodriguez noted that the DEI Office has developed a speaker symposium that will be kicked off October 8th with a presentation in the David Hohn Auditorium by Dr. Sharon Malone, a national speaker who is a gynecologist, and who will speak on minority and gender health issues. She updated the Board on the odyssey book club, which is a book club sponsored by the DEI Office covering subjects on emotional intelligence and inclusiveness. She also presented a “women in science” timeline showing the contributions of women at Roswell Park since 1898.

Dr. Rodriguez presented the diversity engagement survey results and reviewed the positives and areas needing improvement. She also advised the Board about the Inclusion Ambassador Program, through which thirty employees from across the campus will be trained and designated as DEI Ambassadors to provide communication and education in the DEI to their colleagues, patients and visitors.

Ms. NeMoyer asked about whether reports in the media about curtailment of DEI initiatives in other parts of the country presents a concern to Roswell Park. Dr. Johnson noted that a number of states have outlawed use of public funds for DEI initiatives in public institutions and that this will create a significant problem for public CCSG Cancers Centers in those states, since the National Cancer Institute is requiring DEI to be a major part of cancer programs in all CCSG centers.

VI. IT BOARD COMMITTEE UPDATE

Ms. NeMoyer and Mr. Hickman gave the IT Committee report. Mr. Hickman noted that the Board IT Committee is highly engaged and has been a real positive since his arrival. He gave a status report on the revenue cycle project, which went live at the beginning of the month, is which progressing in positively. A full summary was provided in the director’s desk material for this meeting. Mr. Hickman also gave an update to the Board on the CrowdStrike cyber network outage incident that affected IT networks globally earlier this year. The outage occurred during the night and, despite the breadth of the outage, the IT and IT Security departments got Roswell Park back online within hours with no negative impact on patient care.

VII. TECHNOLOGY TRANSFER UPDATE

Ms. NeMoyer also gave the Technology Transfer Committee report. The department hired Amanda Stanic as a licensing manager, and the department is providing a lead role in the Empire State Clinic Trials Consortium that was established by Roswell Park as part of the cGMP Project. A summary of the recent activities of the Technology Transfer Department was provided in the Director’s Desk materials for this meeting.

VII. GOVERNANCE COMMITTEE REPORT

Ms. Donna Gioia and Ms. Hineman gave a Governance Committee report. Ms. Gioia noted that 10 board evaluations surveys had been received and that four remain outstanding. She also

noted that the not all director financial disclosure reports had been submitted. Ms. Eve requested that all sitting directors complete these filings.

Ms. Hineman gave a summary of those financial disclosures that had been submitted. In accordance with the Board Conflict of Interest Policy, she asked for motions to approve continued business relationships with Dobmier Janitorial and Five Star Bank, as there were board financial disclosures involving those vendors. *A motion for approval was made by Ms. Eve, seconded by Mr. Wortham and unanimously carried.*

IX. DIVERSITY COMMITTEE REPORT

Ms. Rodriguez-Dabney provided the Diversity Committee Report reporting on the mission statement being developed, a draft of which was presented to the July meeting. She also noted that Forbes magazine had recognized Roswell Park as a best employer for minority and gender employees. She also informed the board that a three year DEI plan is being developed by her and her staff. She updated on the speaker symposium program her department has established noting the October 8th kickoff presentation by Dr. Sharon Malone who will speak on health inequities. Ms. Rodriguez-Dabney further updated the Board on the DEI Ambassadors Program and noted that the ENRG groups now number fifteen and her department has established a mentorship program for women in science.

Ms. Damiani inquired as to whether a return engagement has been made with Buffalo News Editorial Board. Ms. Rodriguez-Dabney noted that she and Ms. DiBrog will be going back to the Buffalo News Editorial Board in near future.

At that point, Mr. Wortham made a motion *that the meeting proceed to Executive Session for the purposes of receiving the Business Development update, CEO update on business operations and strategy, Quality report, a report from Chief Financial Officer on a possible debt issuance; a report on Clinical operations and the litigation report; the motion was seconded by Ms. NeMoyer, and unanimously carried.*

X. BUSINESS DEVELOPMENT COMMITTEE REPORT

Ms. Dobmier gave the Business Development Committee report, noting the significant improvement in the organization and presentation of these meetings since Dr. Yendamuri has taken

XI. LEADERSHIP REPORT

Institute Update

Dr. Johnson gave the leadership report. She commented on 907 Michigan Avenue as a highly successful project from the past year. It is a thriving community center providing a significant resource for the neighborhood, helping to facilitate African American access to healthcare. She noted that there have been 4,000 visitors in the past year along with 207 programs, 137 which are minority-lead programs, all in the first year of operations. She advised the Board that management is proposing an expansion of 907 Michigan Avenue to provide more conference space and offices for the community engagement staff. A request will be made to New York State for funding to support that expansion. Ms. Donna Gioia asked if Roswell has determined what the operating costs for 907 Michigan are, and whether they are in the annual budget. Mr. Grady indicated he will bring this back to the next Board meeting. Ms. Eller indicated that the Alliance Foundation is seeking endowment donors to fund operating costs for 907 Michigan Avenue.

XIII. LEADERSHIP REPORT

Dr. Johnson turned to a recruitment update noting that there have been a significant number of leadership changes recently, and she provided some information about each. Dr. Wong will be starting his new position as Physician in Chief on November 8. Dr. Chan will be coming at the same time to take the title of Director of Pharmacy. A candidate has also been identified, and a contract is in negotiation, for the Chief Quality Officer position that will report to Dr. Wong.

Dr. Johnson informed the Board that Dr. Mukund Seshadri has taken over as head of the Education Department at Roswell Park. She noted that there are a number of operational issues in that area that Dr. Seshadri will be addressing in his first few months overseeing this important part of Roswell Park's mission. She also gave an update on UB Residents' strike, which is ongoing.

Dr. Johnson commented on her initiative to enhance accountability across all staff departments. She indicated that in recent months issues have arisen in involving improper conduct by employees on issues including race, sexual harassment and hostile behavior and in each case swift and firm action was taken to ensure the offenders were removed. She credits the DEI and HR Departments for their role in this process.

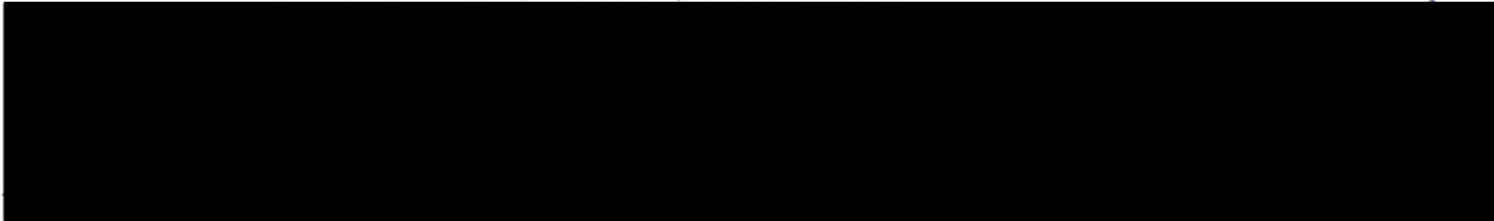
XIV. QUALITY REPORT

Dr. Faller provided a quality report updating the Board on a positive joint commission survey in June 2024. There was one high level finding but the survey was otherwise better than previous year surveys. She also commented on the High Reliability Organization (HRO) project


rollout, which is intended to identify and address preventable harm in the employment and patient areas and to deliver high quality care consistently. 83% of staff have either been trained in universal skills or such training is in progress. Leadership skills are also being trained. Huddles and learning boards have been implemented to provide daily reviews across the organization to enhance communication, situational awareness, problem identification and accountability. These activities are taking place across levels of the organization, and the intention is to achieve a significant reduction in instances of patient or employee harm.

Dr. Storer advised the Board that the Magnet Site Visit is December 18.

Mr. Grady gave an update to the Board on the planned 2025 bond issuance. Bankers and legal counsel have been hired, and administration has engaged with the Division of Budget and Dormitory Authority on the bond project. Rating presentations will be made in late October. It is anticipated that the first issue of bonds in the amount of \$130,000,000.00, will be issued early in 2025. It is possible that this will be pushed back due to some legislation that may be needed before the bonds can be issued, which could delay issuance by several months.



Mr. Sexton then gave a status report on the labor force litigation matters, noting that there have been no new cases for a number of months which is a positive development. He reviewed a number of the lawsuits and administrative cases that remain pending.



Following the litigation report, Mr. Sexton reviewed the Compensation Charter with the Committee. There was an amendment proposed by the Compensation Committee which memorializes the annual requirement that the Compensation Committee review business judgment factors for those executive staff members with compensation level either below the 25th percentile or above 75th percentile as determined by the compensation consultants. The Charter was reviewed and, *a motion was made to approve this change to the charter, which was seconded and unanimously carried.*

Mr. Sexton then reviewed changes to the signature authorizations for the organization. He proposed that the title of Senior Vice President for Business Development and Outreach, Chief Strategy Officer, the title occupied by Dr. Yendamuri, be authorized to sign on behalf of the corporation for banking transactions. He proposed that the title Vice President and Chief of Hospital and Network Operations, the title occupied by Dr. Tear, be authorized for contract signature purposes. There was *a motion for approval, which was seconded and unanimously carried.*

Information reports for Nursing, Government Relations Clinical Operations and Managed Care were in the Directors Desk materials for the meeting

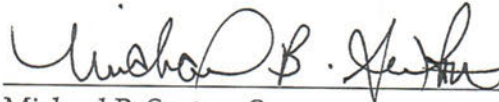
Mr. Grady then gave a brief first quarter financial update.

At that point a *motion made to return to open session by Mr. Wortham, which was seconded by Ms. NeMoyer and unanimously approved.*

Mr. Grady provided a brief investment report for the first quarter. *A motion was made for approval, which was seconded and unanimously carried.*

XVI. ADJOURNMENT

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



Michael B. Sexton, Secretary