

**ROSWELL PARK CANCER INSTITUTE CORPORATION
BOARD OF DIRECTORS**

A meeting of the Board of Directors of Roswell Park Cancer Institute Corporation was held on Wednesday, March 17, 2021 at 12:00 pm in the Patrick P. Lee Board Room and by TEAMS.

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

Excused: Gregory Daniel, MD
Howard Zucker, MD, New York State Commissioner of Health

Present by

Invitation: Holly Bowser, VP of Organizational Performance Improvement - virtual
Laurel DiBrog, Chief Marketing and Communication Officer - virtual
Betsy Doty-Lampson, Board Administrator -in person
Errol Douglas, Chief HR Officer - virtual
Amy Dunn Kirkpatrick, Senior Counsel for Risk Management virtual
Cindy Eller, Chief Development Officer -virtual
Thomas R. Furlani, PhD, CIO - virtual
Ann Marie Gibney, Administrative Chief of Staff - virtual
Kathryn L. Hineman, Deputy General Counsel in person
Michael E. Johnson, Director, Government & Community Relations - virtual
Shirley Johnson, Chief Clinical Operations Officer - in person
James C. Kennedy, Vice President, Government & Community Relations - virtual
Boris Kuvshinoff, II, MD, Chief Medical Officer - virtual
Mary Ann Long, RN, MS, SVP of Nursing & CNO - virtual
Gregory A. McDonald, Chief Financial Officer - in person
Raghu Ram, MD, VP of Value-Based Care Optimization & Community Clinical Collaboration - virtual
Thomas Schwaab, MD, PhD, Chief of Strategy, Bus Dev & Outreach -in person
Michael B. Sexton, Esq., Chief Administrative Officer,
General Counsel and Corporate Secretary - in person
Andrew Storer, Executive Director Nursing Professional Development, Practice & Research - virtual
Steven Wright, VP Facilities Management - in person

I. CHAIRMAN'S OPENING REMARKS

Mr. Joseph welcomed everyone. He stated that this has been a challenging time and everyone at Roswell Park has done an incredible job.

II. DRAFT MINUTES OF DECEMBER 17, 2020 AND JANUARY 25, 2021 MEETING

Mr. Joseph called for approval of the minutes from the December 17, 2020 Board meeting and the January 25, 2021 Special Board meeting.

A motion was made by Mr. Manning to approve the December 17, 2020 and January 25, 2021 Minutes, seconded by Ms. Mitchell and unanimously carried.

III. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

Mr. Sears stated that all projects were vetted at yesterday's Finance Committee meeting, and the below are recommended to the Board for approval by the Finance Committee.

HPC Computing Agreement (Sole Source)

This is a sole source approval, fully described in the Board materials. *A motion was made by Ms. Anne Gioia to approve the HPC Computing Agreement, seconded by Ms. Dobmeier and unanimously carried.*

Revenue Cycle System Replacement Project, including Consultant and Implementation Partner Selections

A motion was made by Mr. Szeffel to approve the Revenue Cycle System Replacement Project including selection of an implementation partner, seconded by Ms. Dobmeier and unanimously carried.

Insurance Premium Renewals

A motion was made by Mr. Szeffel to approve renewal of Roswell Park's Insurance Coverages, with a total premium commitment of \$2,057,025, seconded by Ms. NeMoyer and unanimously carried.

Mr. Manning made a motion to move the meeting to Executive Session for the purposes of receiving the strategic leadership report from the President and Chief Executive Officer and the Litigation Report from the General Counsel, seconded by Ms. Mitchell.

IV. Leadership Report

Institute Updates

Dr. Johnson provided her leadership update starting with a COVID-19 and vaccine update. Roswell's COVID-19 positive numbers are very low, and over 80% of employees are now vaccinated. Roswell is now vaccinating patients and community disparity populations.

Dr. Johnson then spoke about the federal stimulus package that has passed, which is favorable to NYS. Roswell Park is encouraged that state support cuts will be restored as a result.

The NIH/NCI budget is likely to be increased, as President Biden is a big supporter of NIH. Dr. Johnson mentioned that it is possible there will be a Biden visit to Roswell Park.

Dr. Johnson then provided a diversity update. Bart Bailey is doing a very good job, disparity workshops are on-going. Dr. Johnson also provided an update on her journey with the book "Me and White Supremacy" and shared that Mr. Bailey will be arranging a meeting with Layla Saad, the author. Roswell Park is applying to be a designated leader in LGBTQ Healthcare Equality.

With regard to inpatient bed capacity, the waiver that was submitted to increase beds by 9 to 142 was approved. Roswell Park submitted a CON in January for 15 more beds for a total of 157 beds. She expects final approval in August.

Dr. Johnson announced that Jeff Walker will be returning to Roswell Park on April 1, 2021 as Executive Vice President. She also provided other recruitment updates for the Department of Medicine, Chief Financial Officer, Genetics, Dermatology, GYN, Immunology and Center for Immunotherapy. Mr. Joseph stated that he was board chair during Jeff's previous tenure from 2007-2010 and is very happy to hear of his return.

Dr. Johnson provided an update on construction projects. Head & Neck and Oral Oncology clinic construction will be starting in the next few weeks. She also referenced the Amherst Article 28 expansion, which is being submitted for approval at this meeting.

Dr. Johnson provided a Development update - \$28M raised last year, exceeding the projected \$20M COVID-19-reduced goal. She praised Cindy Eller and her team. The Ride for Roswell is strong out of the gate for 2021.

Ms. Eve asked for direction as to the preferred campaign for director donations. Ms. Eller responded The Release the Breakthrough Campaign is the top priority. Ms. Eve asked about the Leader in LGBTQ Healthcare Equality. The material will be sent to Ms. Eve.

Dr. Johnson continued with the Leadership Report. She provided some historical perspective with regard to the Nursing Department. She provided information about Roswell Park's Magnet experience, having achieved Magnet status a number of years ago and then losing it on the next renewal effort. That loss, as well as experience recently, led her to implement a change in management in the Nursing area. With new management will come an increased emphasis on quality in nursing and maintaining staff morale, recruitment and retention. Dr. Johnson shared that Roswell will conduct an anonymous survey for all nurses, hire management consultant assistance to counsel senior leaders and interview nurse managers to assess issues, will increase executive rounding to nursing units, participate in nursing safety rounds and have Town Halls to discuss and address issues with nursing and nursing leadership.

Dr. Johnson introduced Ms. Mary Ann Long, Senior Vice President, Nursing, who has been charged with the effort to revamp and remediate the nursing practice at Roswell Park. Ms. Long provided background on her nursing career and then provided information on the Pillars of Nursing. She reviewed how Roswell will rebuild the foundation of nursing practice through leadership opportunities, recruitment, recognition, and transparency.

Andrew Storer, PhD, Executive Director, Nursing Professional Development, Practice and Research, shared staffing information, and the difference between the nursing experience at Roswell in 2009 and now in 2021. He reviewed nursing staffing levels and volumes. Ms. Long then provided immediate goals: develop nursing infrastructure, increasing satisfaction, lower RN turnover, greater nurse autonomy and improved patient satisfaction.

Ms. Eve asked if the presentation could be uploaded to Director's Desk. Dr. Johnson responded that it will be made available. Mr. Sears inquired about national benchmarks. Mr. Joseph asked about what a realistic timeline to apply for Magnet would be. Ms. Long stated She believed an application could be made in about four years. Ms. Eve echoed Mr. Sears suggestion that the Board receive an update from Ms. Long at the next board meeting.

There was a general discussion of the proposal and then the following resolution was proposed by Mr. Manning, seconded by Ms. Dobmeier and carried with all Directors present voting in favor excepting Dr. Young, who abstained due to his official position with the Department of Health, which will be entertaining the certificate of need application for this project:

RESOLVED, that the Corporation is hereby authorized and directed to take whatever other actions shall be necessary and execute any and all documents as shall be required to effectuate the intent of the foregoing resolutions.

Dr. Johnson then proposed establishment of a standing Board Diversity Committee. A bylaw amendment and charter were in the meeting materials and were discussed.

After discussion a motion was made by Mr. Sears and seconded by Ms. Eve, and unanimously carried to adopt the following resolution:

RESOLVED, that the Bylaws be changed to modify Sections 5.1, to re-number Sections 5.14 and 5.15, and to add a new Section 5.14, establishing the Diversity and Inclusion Committee, as follows:

1. Section 5.1 Appointment of Committees, shall be modified as follows:

5.1 Appointment of Committees.

Committees of the Board shall include standing committees, advisory committees and special committees. A standing committee is one whose functions are determined by a continuous need. An advisory committee is one whose functions are to review certain Institutional issues or inefficiencies under that committee's jurisdiction, as determined by the Board, and advise the Board on best practices or recommendations to remedy the issues or inefficiencies. Any recommendation from an advisory committee shall be considered by the Board of Directors, which in its authority, may accept or decline such recommendation. The function and duration of a special committee shall be determined by its specific assignment, as stated in a resolution of the Board creating it. Standing committees of the Board shall include an Executive Committee, a Finance Committee, a Compensation Committee, and a Medical Staff Credentials Committee. Advisory committees of the Board shall include a Governance Committee, an Audit Committee, a Corporate Compliance Committee, a Legal Committee, a Diversity and Inclusion Committee, a Technology Transfer Committee and a Business Development Committee. The Board is also represented on the Hospital Quality Improvement Committee. Except as otherwise provided in these Bylaws, the chairpersons and all members of these committees shall be nominated annually by the Governance Committee at the annual meeting for election by the Board. The Board shall staff all standing committees with a majority of Board members, but may appoint non-board member community individuals to committees, each of whom shall have the right to a vote, provided that such non-member committee members shall at all times be a minority of the committee roster. The Board shall staff all advisory committees with a majority of Board members, but may appoint non-board member community individuals to advisory committees, each of whom shall have the right to a vote, provided that such non-member committee members shall at all times be a minority of the committee roster. The Chairperson of the Board shall be an *ex-officio* voting member of all committees except the Audit Committee.

2. Section 5.14 Special Committees is re-numbered Section 5.15, and Section 5.15 Committee Minutes is re-numbered Section 5.16.
3. A new Section 5.14 Diversity and Inclusion Committee is added to the Bylaws, as follows:

Section 5.14 Diversity and Inclusion Committee. The Diversity and Inclusion Committee is established by the Board of Directors as an Advisory Committee to the Board, to provide, promote, and ensure that an environment and culture of respect, inclusion, acceptance, equity, and support for all members of Roswell Park's diverse workforce, patient base, and the associated community exists and is fostered at Roswell Park. The Committee is charged with ensuring that Roswell Park's employees, volunteers, patients, visitors, contractors and neighbors are assured of the commitment of the Board of Directors and Management to foster diversity, inclusion and equity in patient care, employment, promotion and opportunity, and to all members of our community.

5.14.2. The Committee shall consist of not less than five (5) members of the Board. The Board may appoint, in its discretion, up to three (3) Committee members from the community who are not Board members. All Committee members, whether members of the Board or community members, shall have one (1) vote on matters coming to a vote at the Committee. The members of the Committee shall possess the skills and life experience necessary to understand the duties and functions of the Committee. The Secretary of the Corporation shall also serve as Secretary for the Committee. The Committee Chair shall be designated by the Chairperson of the Board and shall serve as Committee Chair at the pleasure of the Chairperson of the Board.

5.14.3 The Committee will meet at least twice annually and more often as needed. A quorum is required to approve action items and is considered as a simple majority of the members present. Action items shall be limited to recommendations to the Board. The Secretary will be responsible for the minutes from the meetings and agenda dissemination at the meetings.

Mr. Joseph noted that the Development, Government Relations, and Payer Negotiations reports were all informational only and were in write ups in the meeting materials.

V. LITIGATION/INSTITUTE OPERATIONS REPORT

Litigation Report

Mr. Sexton provided a litigation update, and also a status report on the diversity investigation being conducted by the New York City office of the Division of Human Rights.

Mr. Manning made a motion to return to open session, Mr. Joseph seconded, and it was unanimously carried

Mr. Sexton asked the Board to re-approve contract signature rights for executive officers, due to pending staff changes and title changes in his department. He introduced the following resolution:

Whereas, Roswell Park Cancer Institute Corporation ("Roswell Park") on a regular basis negotiates and executes contracts for services, reimbursement of services, equipment, supply and other purchases, as well as for employment of staff and to memorialize other binding business relationships; and

Whereas, the Board of Directors must periodically authorize officers of Roswell Park to execute written contracts on behalf of the corporation.

Now, Therefore, on motion duly made and seconded, the following resolution is approved effective March 17, 2021:

Resolved, that the following officer titles, and the incumbents from time to time occupying such titles, are hereby authorized to execute contracts on behalf of:

- President and Chief Executive Officer
- Executive Vice President
- Chief Financial Officer
- Senior Vice President & Chief Legal Officer
- Senior Vice President, Clinical Services
- Chief of Strategy, Business Development and Outreach
- Chief Medical Officer
- General Counsel & Chief Administrative Officer

- Vice President, Managed Care (Individual patient reimbursement agreements <\$50,000)

- Vice President, Business Development, Strategy & Supply Chain (Procurement Contracts only, and only those contracts that have been approved for signature by the Legal Department)

A motion was made by Mr. Manning to approve the Resolution for Contract Signatures, seconded by Ms. NeMoyer and unanimously carried.

Merit Board Reappointment of Richard Ahl

A motion was made by Mr. Manning to approve the Merit Board Reappointment of Richard Ahl for a new three-year term, seconded by Ms. NeMoyer and unanimously carried.

VI. FY2022 BUDGET

HRI Funding Resolution

Mr. McDonald reminded the Board that Roswell Park reimburses Health Research, Inc. annually for a portion of the costs borne by that corporation on behalf of Roswell. A resolution

approving this funding is approved each year. Mr. McDonald submitted the following resolution to the Board seeking such approval:

WHEREAS, Health Research, Inc. ("HRI"), is a New York State not-for-profit corporation, the purpose of which is, among other things, to support the health, research and academic mission of the Roswell Park Comprehensive Cancer Center ("Roswell"); and

WHEREAS, in furtherance of that mission, HRI, on behalf of Roswell, administers research grants, holds as custodian title to intellectual property, negotiates patent applications and licenses, contracts with attorneys and other consultants, employs grant funded research staff as well as administrative personnel, and utilizes revenues generated through grants and the HRI operations at Roswell to cover the costs of these activities on behalf of Roswell; and

WHEREAS, in part by utilizing funding generated by Roswell intellectual property held by it as custodian, HRI has assisted in funding Roswell's strategic recruitment activities, which has resulted in the recruitment of significant numbers of top level physicians and scientists, which recruitment will continue on an annual basis into the future as part of Roswell's effort to maintain its status as a major NCI-designated Comprehensive Cancer Center; and

WHEREAS, research grant funding administered by HRI supports a percentage of the cost of Roswell research activities and laboratory support staff, and does not provide additional funding for other activities; and

WHEREAS, the funding generated by royalty bearing licenses held by HRI as custodian for Roswell has become insufficient to cover all of the annual costs generated by the aforementioned activities as well as the administrative costs and expenses of technology transfer activities of Roswell, and therefore Roswell's Board of Directors has determined it to be necessary to transfer funds to HRI to cover deficits that are projected to accrue in fiscal year 2022.

THEREFORE, BE IT

RESOLVED, that Roswell shall transfer to HRI: the sum of up to \$10.0 million to cover Roswell associated research costs being borne by HRI in FY2022 and portions of Roswell's continuing strategic recruitment activities; and be it

FURTHER RESOLVED, that at its option, Roswell may refrain from requisitioning payment from HRI portions of amounts representing investigator salary recovery recovered by HRI on Roswell grants, in order to reduce the deficit Roswell will be funding as contemplated in this resolution; and be it

FURTHER RESOLVED, that Roswell is authorized to allocate such amounts on its financial books and records as shall reflect these resolutions and the management determinations contemplated herein; and be it

FURTHER RESOLVED, that the officers of Roswell are hereby authorized and directed to proceed as directed herein.

Section 203 Budget Submission

Mr. McDonald also submitted to the Board and asked for approval of the annual Section 203 Budget submission made to the Authority Budget Office each year. He noted differences between this budget submission and the actual budget the Board will approve for the fiscal year.

3RD QUARTER FINANCIALS

Mr. McDonald reviewed the third quarter financial statements with the Board.

On motion by Mr. Manning, seconded by Ms. NeMoyer, the HRI Funding Resolution, Section 203 Budget Submission and 3rd quarter combined financial statements were unanimously approved.

IX. 3rd QUARTER INVESTMENT ACTIVITY

Mr. Grady reviewed the third quarter investment results with the Board.

On motion by Ms. Dobmeier, seconded by Ms. NeMoyer the 3rd quarter investment activity was approved. Mr. Sears, Ms. Donna Gioia and Mr. Manning abstained from the vote.

X. COMPENSATION COMMITTEE UPDATE

Mr. Sears stated that Sullivan and Cotter provided a presentation to the Compensation Committee meeting yesterday. Mr. Sears will have Sullivan and Cotter present at the June meeting.

XI. TECHNOLOGY TRANSFER UPDATE. Informational only.

XII. INFORMATON TECHNOLOGY UPDATE

Mr. Manning provided an update on developments in the IT area. He noted the excellent work of Dr. Furlani, who has provided exceptional leadership.

XIII. MEDICAL STAFF REPORT

Informational only. [Report in the meeting materials.]

Medical Staff Credentials & Minutes

Informational only. [Report in the meeting materials.]

XIV. NURSING REPORT

Informational only. [Report in the meeting materials.]

XV. CLINICAL OPERATIONS REPORT

Informational only. [Report in the meeting materials.]

XVI. ADJOURNMENT

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


Michael B. Sexton, Secretary