

**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, March 24, 2022, at 12:00 pm in the Patrick P. Lee Board Room and MS Teams.

**Present:** Mary T. Bassett, MD, MPH, New York State Commissioner of Health - virtual  
Gregory Daniel, MD - virtual  
Linda A. Dobmeier - virtual  
Leecia Eve, Esq. - virtual  
Anne D. Gioia - virtual  
Donna Gioia - virtual  
Kenneth A. Manning, Esq. - virtual  
Elyse NeMoyer  
R. Buford Sears, acting Chairman - virtual  
Dennis Szefel - virtual  
Steven Weiss, Esq. - virtual  
Gregory Young, MD  
Candace S. Johnson, PhD, President & CEO

**Excused:** Michael L. Joseph, Chairman  
Gail Mitchell, Esq.

**Present by  
Invitation:** Ron Andro, Interim Chief Clinical Operations Officer  
Holly Bowser, VP Quality & Patient Safety  
Renier Brentjens, MD, PhD, Deputy Director & Chair, DOM  
Lesley Diaz, Director, Organizational Development  
Laurel DiBrog, Chief Marketing and Communication Officer  
David Donovan, VP - Enterprise Strategic Planning  
Betsy Doty-Lampson, Board Administrator  
Errol Douglas, Chief HR Officer  
Amy Dunn Kirkpatrick, Asst Vice President & Deputy General Counsel  
Cindy Eller, Chief Development Officer  
Thomas R. Furlani, PhD, CIO  
Ann Marie Gibney, Administrative Chief of Staff  
Ryan Grady, Chief Financial Officer  
Michael E. Johnson, Director, Government & Community Relations  
James C. Kennedy, Vice President, Government & Community Relations  
Boris Kuvshinoff, II, MD, Chief Medical Officer  
Thomas Schwaab, MD, PhD, Chief of Strategy, Bus Dev & Outreach  
Michael B. Sexton, Esq., Senior Vice President and Chief Legal Officer,  
and Corporate Secretary  
Bryan Sidorowicz, Contractor/Consultant  
Jeff Walker, EVP - Operations & Transformation

I. CHAIRMAN'S OPENING REMARKS

Mr. Sears chaired the meeting, as Mr. Joseph was unable to attend. Mr. Sears welcomed Dr. Mary Bassett as the newest member of the Board. Mr. Sears discussed Dr. Bassett's background and her role as New York's newest Commissioner of Health.

II. DRAFT MINUTES OF DECEMBER 16, 2021, BOARD MEETING

Mr. Sears called for approval of the minutes from the December 16, 2021, Board meeting. *A motion was made by Mr. Manning to approve the December 16, 2021, Board minutes, seconded by Ms. Donna Gioia, and unanimously carried.*

III. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

Mr. Sears noted that the contracts presented at the meeting had been thoroughly vetted at the Finance Committee meeting held on March 16, 2022, and were recommended by that Committee for approval by the Board.

Insurance Premium Renewals

Mr. Sears commented on the increase in costs being experienced for renewal of Roswell's insurance program, despite the efforts of Roswell's broker, M&T Insurance. The coverages and renewal premiums were vetted by the Finance Committee. *A motion was made by Mr. Manning to approve the Insurance Premium Renewals, seconded by Ms. NeMoyer, and unanimously carried.*

SINGLE/SOLE SOURCE APPROVALS

GE Imaging Equipment (Sole Source)

*A motion was made by Ms. Dobmeier to approve the GE Imaging Equipment contract, seconded by Mr. Manning, and unanimously carried.*

Cerus Pathogen Renewal (Sole Source)

*A motion was made by Mr. Manning to approve the Cerus Pathogen Renewal, seconded by Ms. NeMoyer, and unanimously carried.*

Eleckta Gamma Knife (Sole Source) Core Replacement

*A motion was made by Mr. Weiss to approve the Eleckta Gamma Knife Core Replacement, seconded by Mr. Manning, and unanimously carried.*

Roche Ventana Benchmarking (Sole Source)

*A motion was made by Mr. Manning to approve the Roche Ventana Benchmarking, seconded by Ms. NeMoyer, and unanimously carried.*

V. EMPLOYEE ENGAGEMENT SURVEY

Ms. Diaz presented a summary of the results of the Employee Engagement survey conducted by PressGaney in 2021. Areas where employees gave high scores involved "patient safety is a priority," and "employees find meaning and purpose in daily work". Area of focus for improvement: "confidence in leadership" and "communication". She reviewed strengths to celebrate as well as areas of concern. She noted the likely impact of the pandemic probably negatively impacting scores to some degree, and also that the heavy workload from the Workday

implementation likely also played a role in the results. She discussed the prioritized action items, and then provided a timeline for implementation.

Ms. Donna Gioia congratulated the Roswell Park team on a job well done. Dr. Johnson, added that this was Mr. Douglas' initiative to create the Organizational Development within HR, and to hire Ms. Diaz. Ms. Eve asked when the survey commenced. Ms. Diaz stated June-July, 2021 as the pandemic delayed roll out for 2020.

*Mr. Manning moved that the meeting proceed to Executive Session for the purposes of receiving the CEO update, Clinical operations report, Deputy Director report on future strategy for science, government support report, and summary reports on payor negotiations, marketing, and litigation matters. The motion was seconded by Ms. Eve, and unanimously carried.*

## V. LEADERSHIP REPORT

### Institute Update

Dr. Johnson started by noting the impending retirement of Gregory Young, M.D., who served as a Board designate for several Commissioners of Health on the Roswell Board, thanking him for his service.

Dr. Johnson started her presentation and said the main focus will be on Diversity, Equity & Inclusion. She reviewed a slide on Roswell Park's catchment area, which is the 8 county area of WNY. She reviewed the demographics in those eight counties in terms of race, and compared it to the demographics for Roswell's workforce. She also had comparative data for two comparable institutions, Albert Einstein and Moffitt Cancer Center, and the data showed similar positives and negatives in terms of developing a well diversified workforce.

Roswell Park's nursing department has a low number of Black/African American nurses, well below the catchment area demographic, and below the demographic in the area for African American nurses generally. Dr. Johnson stated the organization's commitment to address this issue with substantive action. She also presented data showing recruitment efforts, applicants and hires among a number of ethnic and race categories. She presented data on diversity in Roswell's patients, clinical trial accrual, and data from a national association on cancer center gender and race representation in center leadership.

Dr. Johnson then identified actions being taken currently to improve diversity leadership and across the organization. She highlighted the work of the Diversity, Equity and Inclusion Office, the administrative Diversity Action Committee co-chaired by herself and Errol Douglas, the Diversity Board Committee, the Bart Bailey workshops and focus groups, appointment of Dr. Elisa Rodriguez as Chief Diversity & Equity Officer for Faculty, and the activities of the Community Outreach & Engagement department. She then advised that will be recruiting a Senior Vice President for Diversity, Equity and Inclusion as well as an Associate Director of DEI for the CCSG.

On the HR front, Dr. Johnson presented data on employment applications by race and hiring statistics. She is asking Human Resources to review and analyze the process of employment applications, and has directed the hire of an additional nurse recruiter who will be a person of color. Dr. Johnson noted that all of these efforts will only succeed if there is a change in culture at Roswell

Park. She proposes to implement an improved and transparent process of reporting and investigating employees accused of misconduct and holding people accountable.

Dr. Johnson then provided an update on recruitment and retention, highlighting appointments of Drs. Zsiros (GYN), Knudsen (Pharmacology) as chairs, retention of Drs. Tang and Ohm, and pending recruitments of Drs. Davila, Maslak and Daniyan. Roswell is conducting active recruitments for chief clinical operations officer and VP payor relations. She also announced that David Tear is the new VP of Business Development.

Dr. Johnson provided a NYS update, welcomed Dr. Bassett and stated that Roswell has enhanced its relationship with Gov Kathy Hochul. She spoke briefly about the FY2023 budget, the new mobile lung cancer screening program under development, the 907 Michigan project, and the cannabis research program under Dr. Case.

Dr. Johnson mentioned the new Dean of the Jacobs School of Medicine and Biomedical Sciences, VP for Health Sciences- Allison Brashear, MD, MBA. She noted the the Florida development trip is upcoming and she will be joined by Drs. Brentjens and Schwaab. She also discussed both the US News and the Newsweek hospital rankings, and reminded everyone of the board retreat coming this June 1-2. She briefly reviewed the draft agenda for the retreat. She announced that Dr. Robert Winn, Director of the Virginia Massey Cancer Center in Virginia will be the keynote speaker. Lastly, Dr. Johnson shared with the group that Roswell Park donated supplies to Ukraine.

#### **Institute Operations Update**

Mr. Walker provided an operations update. First item, active Major Capital projects, many are underway - inpatient bed expansion, Park Club Lane, 907 Michigan Ave and the Revenue Cycle replacement. One major project is in development - cGMP expansion from 4 to as many as 20 rooms. Mr. Walker provided an update on the recruitment for a chief clinical operations officer. This search is going well, hand is now narrowed down to 3 candidates. He expects to complete interviews in the next 3-4 weeks. In the interim Mr. Ron Andro is here as interim CCOO having stated January 19. He is one of the 3 final candidates for the permanent position.

Mr. Walker highlighted the 2021 Press Ganey Pinnacle of Excellence Award in Patient Experience. He provided an update on transforming to a patient-centered operation. Mr. Walker reviewed top box scores in "likelihood to recommend" and "wait time at clinic". He provided Press Ganey and wait time satisfaction scores for the institution on a clinic by clinic basis.

#### **Science/Impressions Report**

As the meeting had run long, Dr. Johnson asked that Dr. Brentjens report be moved to the next meeting, so he would have sufficient time.

#### **Development Update**

Informational only. Materials in director's Desk.

#### **Government Relations Update**

Informational only. Materials in director's Desk.

#### **Quality Report**

Informational only. Materials in director's Desk.

**Payor Negotiations Update**

Informational only. Materials in director's Desk.

**Marketing Update**

Informational only. Materials in director's Desk.

**Nursing Report**

Informational only. Materials in director's Desk.

**VII. LITIGATION/INSTITUTE OPERATIONS REPORT**

**Negligence/EEOC/Malpractice Updates**

Mr. Sexton asked for 10 minutes at the next board meeting so he can provide an update. Mr. Manning asked if there was a settlement demand on the Gaspar case. Mr. Sexton stated no.

Mr. Sexton presented to the Board a blanket banking resolution, completed for the M&T accounts, for adoption. This resolution in effect removes Shirley Johnson from the signature rights. He requested the Board adopt the following resolution:

RESOLVED: That M&T Bank (the "Bank") hereby is, designated a depository of funds of Roswell Park Cancer Institute Corporation (the "Depositor"), with authority to accept at any time for the credit of the Depositor deposits in checking, savings, money market savings, term or any other account, by whomsoever made in whatever manner endorsed; and

RESOLVED: That the Bank shall not be liable in connection with the collection of such items that are handled by the Bank without negligence; and

RESOLVED: That the Depositor assumes full responsibility for and shall indemnify the Bank against all losses, liabilities and claims resulting from payments, withdrawals or orders made in accordance with, or from actions taken in good faith and in reliance upon, these Resolutions; and

**Payment Orders**

RESOLVED: That the Bank be, and hereby is, authorized and directed to certify, pay or otherwise honor all checks, drafts, notes, bills of exchanges, acceptances, undertakings and other instruments or orders for the payment, transfer or withdrawal of money for whatever purpose and to whomsoever payable when such instruments and orders are properly made, signed, or endorsed by the signature, the actual or purported facsimile signature or the oral direction of any one of the authorized signers below; and

RESOLVED: That any authorized signer acting alone be, and hereby is, authorized on behalf of the Depositor to endorse, negotiate and collect any and all checks, drafts, notes, bills of exchange, acceptances, undertakings and other instruments and to open and close and update information on any account of the Depositor at the Bank; and

## Funds Transfers

RESOLVED: That any of the authorized signers below acting alone be, and hereby is, authorized on behalf of the Depositor to instruct, orally or by such other means as the Bank may make available to Depositor, the Bank to initiate the transfer of funds by wire, telex, automated clearinghouse, book entry, computer or such other means, and to execute agreements with the Bank for the transfer of funds from any of Depositor's accounts and to delegate from time to time to other persons the authority to initiate the transfer of funds from any such account; and

## Additional Resolutions

RESOLVED: That the Bank may rely on any signature, endorsement or order and any facsimile signature or oral instruction reasonably believed by the Bank to be made by an authorized signer, and the Bank may act on any direction of an authorized signer without inquiry and without regard to the application of the proceeds thereof, provided that the Bank acts in good faith; and

RESOLVED: The Bank may rely on this document and on any certificate by an authorized representative of the Depositor as to the names and signatures of the authorized signers of the Depositor until the Bank has actually received written notice of a change and has had a reasonable period of time to act on such notice; and

RESOLVED: That the Depositor agrees to notify the Bank promptly and in writing of any change in (a) these Resolutions, (b) the identity of persons authorized to sign, endorse or otherwise authorize payments, transfers or withdrawals, (c) ownership of the Depositor or the Depositor's legal structure or status, including the Depositor's dissolution or bankruptcy; and

RESOLVED: That any of the following named persons, holding the following offices of the Depositor be, and hereby are, designated at the authorized signers to act on behalf of the Depositor in accordance with the above resolutions: Candace Johnson, Jeff Walker, Boris Kuvshinoff, Ryan Grady, Michael Sexton.

*A motion was made by Mr. Sears to approve the Bank Resolution, seconded by Ms. Dobmeier, and unanimously carried.*

*Mr. Manning made a motion to return to Open Session, Ms. NeMoyer seconded, and it was unanimously carried*

### Policy & Procedures Committee

Informational only. Materials in director's Desk.

## VIII. FY2023 BUDGET

Mr. Sears advised that the FY2023 budget was reviewed and approved at the Finance Committee on March 16, 2022. *On motion by Mr. Manning, seconded by Mr. Szeffel the FY2023 Budget was approved.*

**HRI Funding Resolution**

*The HRI Funding Resolution was, on motion by Mr. Manning, seconded by Mr. Szeffel, unanimously approved.*

**Section 203 Budget Submission**

*The FY23 Section 203 Budget filing was, on motion by Mr. Szeffel, seconded by Ms. NeMoyer, unanimously approved.*

**IX 3<sup>rd</sup> QUARTER FINANCIALS**

*The 3<sup>rd</sup> Quarter financials were, on motion by Mr. Manning, seconded by Ms. NeMoyer, unanimously approved.*

**X 3<sup>rd</sup> QUARTER INVESTMENT ACTIVITY**

**Investment Activity Report**

*On motion by Mr. Szeffel, seconded by Ms. NeMoyer the 3<sup>rd</sup> quarter investment activity was approved. Mr. Sears and Mr. Manning abstained from the vote.*

**XI. DIVERSITY COMMITTEE UPDATES**

Mr. Weiss, the Chair of the Board Diversity Committee, provided a few comments. He acknowledged the significance of the topic, and noted that the comprehensiveness of Dr. Johnson's presentation at this meeting showed the importance of this topic to her and the organization. He thanked Dr. Johnson as well as the committee members.

**XII. GOVERNANCE COMMITTEE UPDATES**

**Surveys - Conflict of Interest, Self-Evaluation & CEO Evaluation**

Ms. Donna Gioia requested in view of the length of the meeting that this presentation be deferred to the June meeting.

**Succession Plan and Policy**

*On motion by Mr. Manning, seconded by Ms. Eve the CEO Policy and Procedure Succession Plan was approved.*

**XIII. COMPENSATION COMMITTEE UPDATE**

Mr. Sears will provide this in Executive Session.

**XIV. INFORMATION TECHNOLOGY COMMITTEE UPDATE**

Mr. Manning provided an update. This board has approved approximately \$50M in projects, currently the IT team is implementing these projects/initiatives.

**XV. MEDICAL STAFF CREDENTIALS & MINUTES**

Informational only. Materials in Director's Desk.

XVI. CLINICAL OPERATIONS REPORT

Informational only. Materials in Director's Desk.

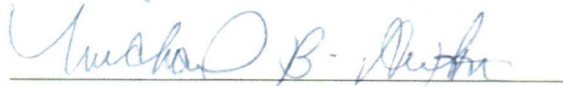
*Mr. Manning made a motion to proceed to Executive Session, Mr. Szeffel seconded, and it was unanimously carried.*

XVII EXECUTIVE SESSION

All staff and Dr. Johnson left the meeting, and the remaining Board received a summary from Mr. Sears explaining a compensation adjustment for Dr. Johnson. There was discussion and satisfaction with the actions taken by the Compensation Committee.

XVIII ADJOURNMENT

*There being no further business, a motion was made for adjournment which was seconded and was unanimously carried.*



Michael B. Sexton, Secretary