

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

A meeting of the Board of Directors of Roswell Park Cancer Institute Corporation was held on Tuesday, June 21, 2022, at 12:00 pm in the Gaylord Cary Conference Room and via MS Teams.

- Present:** Michael L. Joseph, Chairman
Gregory Daniel, MD - virtual
Linda A. Dobmeier - virtual
Leecia Eve, Esq. - virtual
Anne D. Gioia
Kenneth A. Manning, Esq
Gail Mitchell, Esq.
Elyse NeMoyer
R. Buford Sears
Dennis Szefel
Patrick Toye, Representative for New York State Commissioner of
Department of Health - virtual
Candace S. Johnson, PhD, President & CEO
- Excused:** Mary T. Bassett, MD, MPH, New York State Commissioner of Health
Donna Gioia
Steven Weiss, Esq.
- Present by
Invitation:** Holly Bowser, VP Quality & Patient Safety - virtual
Renier Brentjens, MD, PhD, Deputy Director & Chair, DOM
Laurel DiBrog, Chief Marketing and Communication Officer
David Donovan, VP - Enterprise Strategic Planning
Betsy Doty-Lampson, Board Administrator
Errol Douglas, Phd., 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 - virtual
Mary Ann Long, SVP, CNO
Raghu Ram, MD, VP of Value-Based Programs
Islam Sallaj, Infrastructure Manager, Information Technology
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. Joseph welcomed all.

II. DRAFT MINUTES OF MARCH 24, 2022, BOARD MEETING, JUNE 1, 2022 SPECIAL BOARD MEETING AND APRIL 27, 2022 SPECIAL BOARD MEETING

Mr. Joseph called for review and approval of the minutes from the March 24, 2022, Board meeting, June 1, 2022 Special Board meeting and the April 27, 2022 Special Board meeting.

A motion was made by Mr. Manning to approve the March 24, 2022 Board meeting, June 1, 2022 Special Board meeting and April 27, 2022 Special Board meeting minutes, seconded by Mr. Sears, and unanimously carried.

III. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

Mr. Joseph noted that the contracts presented at the meeting had been thoroughly vetted at the Finance Committee meeting held on June 15, 2022, and were recommended for approval by the Board by the Finance Committee.

OR Laparoscopic Video Equipment

A motion was made by Mr. Manning to approve the OR Laparoscopic Video Equipment, seconded by Ms. Mitchell, and unanimously carried.

Michigan Drop Off

A motion was made by Mr. Manning to approve the Michigan Drop Off proposal, seconded by Ms. Mitchell, and unanimously carried.

IV. SINGLE/SOLE SOURCE

Hologic Service Contract Renewal (Single Source)

A motion was made by Mr. Manning to approve the Hologic Service Contract Renewal, seconded by Ms. Mitchell, and unanimously carried.

Cirius Contract Renewal (Single Source)

A motion was made by Mr. Manning to approve the Cirius Contract Renewal, seconded by Ms. Mitchell, and unanimously carried.

Auris Monarch Disposables (Sole Source)

A motion was made by Mr. Manning to approve the Auris Monarch Disposables, seconded by Ms. Mitchell, and unanimously carried.

V. MEDICAL STAFF RULES AND REG

Revisions to the Medical staff rules and regulations were presented and included in the meeting materials.

A motion was made by Ms. Mitchell to approve the revisions to the Medical Staff Rules and Regulations, seconded by Mr. Manning, and unanimously carried.

VI. AUDIT COMMITTEE UPDATE

Mr. Szeffel stated that the Audit Committee met June 8 to review audited financial statements. Compliments to Mr. Grady and his team, the full draft is in Director's Desk.

Approval of Audited Financials

On motion by Mr. Sears, seconded by Ms. NeMoyer the Audited Financial Statements were approved.

VII. FIDUCIARY DUTIES OF ROSWELL PARK BOARD MEMBERS

Mr. Sexton provided a presentation regarding the role and responsibilities of Board members. This included statutory duties, fiduciary duties, ethical expectations and liability risks and indemnity rights. The presentation covered statutory requirements, common law principles of fiduciary duty applicable to Roswell Park directors, the application of the ethical requirements of Public Officers Law Section 74, as well as the applicability of the business judgment rule in the quantification of liability risks to directors. There were several questions that were discussed.

Mr. Manning moved that the meeting proceed to Executive Session for the purposes of receiving the CEO update which shall include the status of operations, payor negotiations, and science strategy, and also to receive reports on achievement of strategic goals in the variable pay plan and litigation matters, seconded by Ms. NeMoyer, and unanimously carried.

VIII. LEADERSHIP REPORT

Retreat Follow-Up

Dr. Johnson provided a brief COVID-19 update, also commented on concerns of an outbreak of Monkeypox in parts of the country. She then provided a retreat follow up along with Mr. Walker. The Day 1 summary included Diversity, Equity & Inclusion, Mr. Walker's presentation on operational challenges, the Magnet journey and the presentation on Roswell as a "high reliability organization."

Dr. Johnson discussed the retaining and recruitment of faculty, NYS and federal issues, as well as changing the culture. Day 2 was talking about the future. Drs. Brentjens and Morrison were highlighted along with Drs. Case, Reid, Haring and Bouchard. Mr. Walker then highlighted the cancer care delivery models of the future and the changing landscape with regard to reimbursement. Dr. Johnson then completed the recap with the new and exciting growth with regard to philanthropy and the new campaign One Roswell.

New Grants; Faculty Updates

Dr. Brentjens provided a science/impressions report. He provided background with regard to the two new high profile recruits, Drs. Davila and Maslak. He also highlighted the ten new faculty and several promotions implemented recently.

Payor Negotiations Report

Information only. Materials in Director's Desk.

Nursing Report

Informational only. Materials in Director's Desk.

Clinical Operations Report

Informational only. Materials in Director's Desk.

IX. LITIGATION/INSTITUTE OPERATIONS REPORT

Negligence/EEOC/Malpractice Updates

Russian FOIL

Mr. Sexton discussed the US sanctions and Roswell's science relationships with several Russian companies. Roswell Park looking to divest equity in 4 companies in which there is small equity stakes. OFAC instructed our outside counsel that Roswell Park should not stop the research activities in place with blocked companies pending Roswell's application for formal licensing to continue those clinical trials and research projects. OFAC issued, in response, a General License No. 6 authorizing continuation of research and clinical trials in place on March 24, 2022. He also informed the Board that Roswell is in compliance with Governor Hochul's executive orders on transactions with blocked companies.

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

Policy & Procedures Committee

Informational only. Materials in director's Desk.

Annual Review of Finance Charter

A motion was made by Mr. Manning to approve the Finance Charter, seconded by NeMoyer, and unanimously carried.

X. NYS Annual Report

On motion by Mr. Manning, seconded by Ms. Dobmeier the NYS Annual Report was approved.

XI. 4TH QUARTER FINANCIAL STATEMENTS

On motion by Mr. Manning, seconded by Ms. NeMoyer the 4TH Quarter Financial Statements were approved.

XII. 4TH QUARTER INVESTMENT ACTIVITY

On motion by Ms. Dobmeier, seconded by Ms. Mitchell the 4th quarter investment activity was approved. Mr. Sears and Mr. Manning abstained from the vote.

XIII. GOVERNANCE COMMITTEE REPORT

Ms. Donna Gioia and Ms. Hineman will provide an update at the September Board meeting.

XIV. MEDICAL STAFF REPORT

Medical Staff Credentials & Minutes

Informational only. Materials in Director's Desk.

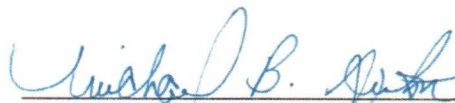
Mr. Manning made a motion to proceed to Executive Session, to discuss compensation matters Mr. Szeffel seconded, and it was unanimously carried.

XV. COMPENSATION COMMITTEE UPDATE

Mr. Sears indicated that although the Board does not have to approve the Compensation Committee's best practices associated with the compensation for selected incumbants, he wanted to give an overview of the process. The Goal Achievement Scorecard was presented to only Board Members who were in general agreement with the variable compensation plan payout for fiscal year 2022.

XVI ADJOURNMENT

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



Michael B. Sexton, Secretary