

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 29, 2023, at 12:00 pm in the Patrick P. Lee Board Room and MS Teams.

Present: Gregory Daniel, MD - virtual
Linda A. Dobmeier - virtual
Anne D. Gioia -virtual
Donna Gioia
Leecia Eve, Esq. - virtual
Kenneth A. Manning, Esq - acting Chair
Gail Mitchell, Esq.
Elyse NeMoyer
R. Buford Sears - virtual
Dennis Szefel - virtual
Patrick Toye, Representative for New York State Commissioner of
Department of Health - virtual
Candace S. Johnson, PhD, President & CEO

Excused: Michael L. Joseph, Chairman

**Present by
Invitation:** Ron Andro, Chief Clinical Operations Officer
Holly Bowser, VP Quality & Patient Safety
Renier Brentjens, MD, PhD, Deputy Director & Chair, DOM
Annie Deck Miller, Director, Public Relations, Marketing
Laurel DiBrog, Chief Marketing and Communication Officer
David Donovan, Vice President, 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
Ann Marie Gibney, Administrative Chief of Staff
Ryan Grady, Chief Financial Officer
Kathryn Hineman, VP & General Counsel - virtual
James C. Kennedy, Vice President, Government & Community Relations
Boris Kuvshinoff, II, MD, Chief Medical Officer
Mary Ann Long, SVP, Chief Nursing Officer
Kathleen Mastrobattista, Executive Director, Compliance
Anthony Putrelo, Vice President of Facilities Management
Adam Rosen, Chief Information Security 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

Guests:

Jonathon Harris – *Buffalo News*
Steve Watson – *Buffalo News*

I. CHAIRMAN’S OPENING REMARKS

Mr. Manning as acting Chair welcomed and thanked everyone for attending.

II. DRAFT MINUTES OF BOARD MEETINGS

Mr. Manning called for approval of the minutes from the December 15, 2022 Board meeting, and the March 1, 2023 Special Board meeting. There were no edits.

A motion was made by Ms. NeMoyer to approve the December 15, 2022 Board meeting minutes, seconded by Ms. Donna Gioia, and unanimously carried.

A motion was made by Ms. Donna Gioia to approve the March 1, 2023 Special meeting minutes, seconded by Ms. NeMoyer, and unanimously carried.

III. COMPLIANCE PRIMERS

Ms. Mastrobattista and Ms. Hineman presented to the Board on a compliance series of short lectures they will be giving at several upcoming Board meetings. This series will provide an overview of legal and regulatory compliance requirements that are directly applicable to activities at Roswell Park, and how the organization ensures compliance with those requirements. The lectures will be approximately fifteen minutes each in duration, were requested by several directors on the Compliance Committee, and are intended to upgrade the knowledge level of the Board and also executives attending meetings. Specific subjects include Compliance Department overview, Beneficiary Inducement, Stark law and federal and state Anti-kickback statutes. Current plan is for the series to start at the June meeting.

IV. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

Mr. Manning noted that the contracts presented for Board approval at the meeting had been thoroughly vetted at the Finance Committee meeting held on March 15, 2023, and were recommended for approval by the Finance Committee. Summaries of the proposals were in the Director’s Desk materials.

Endoscopy Equipment Lease

Mr. Andro recommends approval for the replacement of the current flexible endoscopic equipment with a full fleet lease arrangement.

A motion was made by Ms. NeMoyer to approve the Endoscopy Equipment lease, seconded by Ms. Mitchell, and unanimously carried.

Insurance Premium Renewals

Mr. Sexton provided an overview of the insurance renewals for the 2024 fiscal year. The insurance coverages include Property, Excess General and Professional Liability, Directors/Officers/Employment Practices, Commercial Auto, Excess Workers Compensation, Cyber Liability, Peace Officer General and Excess Liability, International Kidnap & Ransom International Travel Coverage, and Special Events. The insurance market has hardened further in

recent months, resulting in a premium increase overall of 16% and over \$420,000. Mr. Sexton reviewed the major coverages and increases for the renewals.

A motion was made by Ms. Donna Gioia to approve the Insurance Premium renewals, seconded by Ms. Dobmeier, and unanimously carried.

V. SOLE SOURCE

Strata Contract Renewal

Mr. Manning stated the IT sub-committee of the board has reviewed this request and recommends approval for a single source exemption to enter a 5-year contract extension with Strata Decision Technology, LLC. Mr. Grady commented on the need for the renewal.

A motion was made by Mr. Szeffel to approve the single source procurement exemption to renew a contract with Strata, seconded by Ms. NeMoyer, and unanimously carried.

Gamma Knife Upgrade

Mr. Andro explained the system upgrade and the need for it.

A motion was made by Ms. Dobmeier to approve the single source procurement exemption of the Gamma Knife Upgrade, seconded by Ms. Donna Gioia, and unanimously carried.

Ms. Mitchell moved that the meeting proceed to Executive Session for the purposes of receiving the CEO update on business operations and strategy, a report on Clinical operations, the Governance Committee Report, a report on payor relations and a litigation report which was seconded by Ms. NeMoyer.

VI. LEADERSHIP REPORT

Institute Update

Dr. Johnson provided an update on the SVP/Chief Diversity Officer search. Management continues to review restate policy and procedures identified as needing restatement by the Diversity Committee. The DEI engagement survey will be rolled out soon. Dr. Johnson established the President's Advisory Council, a group is comprised of employees from all levels of the organization. The first meeting was last week. CAREs program continues to excel. She reviewed the current state and trends with regard to DEI metrics.

Dr. Johnson reviewed the breast and lung screening programs run by the Center for Indigenous Cancer Research.

Roswell's NCI CCSG renewal will be submitted this May, with the site visit scheduled for the Fall. She reviewed the cancer center metrics. Dr. Johnson discussed the local healthcare landscape, including Catholic Health, Kaleida Health and UB.

[REDACTED]

Governance Committee Report

Proposed Committee Assignments

Ms. Donna Gioia provided an update on Board committee membership and chair changes.

A motion was made by Ms. Mitchell to approve the proposed committee assignments, seconded by Ms. NeMoyer, and unanimously carried.

CEO Succession Planning

Ms. Donna Gioia and Ms. Hineman stated the policy and procedure for CEO succession planning must be reviewed and approved annually. Ms. Hineman reviewed the changes to the current plan.

A motion was made by Ms. Dobmeier to approve the annual succession planning policy and procedure, seconded by Ms. Mitchell, and unanimously carried.

PBC Bylaws Proposed Amendments

Ms. Hineman reviewed the proposed amendments to the Corporation's corporate bylaws.

A motion was made by Ms. NeMoyer to approve the amended and restated bylaws, seconded by Ms. Mitchell, and unanimously carried.

Institute Operations Report

Mr. Walker provided an update on major capital projects. All projects have a dedicated project team with both a project owner and manager. Project owners and managers meet biweekly with executive leadership to review and report on project status. The Scott Bieler Amherst Center is on track for July opening. RPCN, PC - 199 Park Club Lane, project is currently at risk, labor/supply cost variances and final design and cost estimates are pending. The 907 Michigan Avenue project is well underway, with planned opening in July. The Inpatient Bed Expansion, 7N beds completed in December 2022 (15 beds) has not officially opened yet, as the space is being used for ICU beds while ICU is renovated. ICU has moved back last week, so in April 7N will open up and Roswell will now be a 157 bed hospital. [REDACTED]

[REDACTED] The Michigan Avenue drop-off project, construction is set to begin in April, open by September. On March 1st the board approved the expansion of the cGMP facility. The Revenue Cycle Replacement project, currently in phase 3, implementation process. Mr. Walker provided future planning efforts and also discussed the master clinical facilities plan for the future.

Mr. Walker announced Ms. Long's retirement on June 30, 2023, a search is underway. He and the Board thanked Ms. Long for her 37- year nursing career at Roswell Park.

Government Relations Report

Informational only. Materials in Director's Desk. Mr. Kennedy reported that the state budget is likely to be late this year.

Nursing Report

Informational only. Materials in Director’s Desk. Ms. Long pointed out that Roswell Park’s nursing vacancy rate is 9% compared to a much larger state-wide rate.

Development Report

Informational only. Materials in Director’s Desk. Ms. Eller stated the team has exceeded goals for the fiscal year.

Quality Report

Informational only. Materials in Director’s Desk. Dr. Kuvshinoff added that the High Reliability Organization project is proceeding, with workgroups work ongoing.

Clinical Operations Report

Informational only. Materials in Director’s Desk.

Managed Care Report

Informational only. Materials in Director’s Desk. Mr. Grady stated Roswell is under contract with the 3 major payers in WNY. [REDACTED]

[REDACTED]

Litigation/Institute Operations Report

[REDACTED]

[REDACTED]

Fiduciary Acknowledgement

Mr. Sexton then spoke about the necessity of confidentiality that is part of each Board member’s fiduciary duty, and the importance of directors and executives attending Board meetings maintaining confidentiality. He discussed an addition to the fiduciary duty acknowledgement that all board members sign when they are appointed. An addition has been made to it clarifying that when directors leave the board, they remain subject to the duty of confidentiality of matters discussed at the Board. Several directors asked to have a copy printed for them after the meeting.

A motion was made by Ms. NeMoyer to approve the revised Fiduciary Acknowledgement, seconded by Ms. Dobmeier, and unanimously carried.

[REDACTED]

Discussion then took place about a negative article posted on the internet by the Investigative Post. Dr. Johnson reminded the Board that in July 2020 the NYS Division of Human Rights investigated anonymous allegations of employment discrimination at Roswell Park. The Division did not make a finding that Roswell engaged in discrimination. She also reminded the Board of an information request from the Assembly Speaker's office in 2020. The outcome there was an indication that the health systems are very similar in experience on these matters.

[REDACTED]

Ms. Mitchell 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.

FY204 Budget

Mr. Grady reviewed the proposed budget and noted that it was thoroughly reviewed and vetted at the Finance Committee meeting held on March 15, 2023, and was recommended for approval.

A motion was made by Ms. NeMoyer to approve the FY2024 Budget, seconded by Ms. Szefel, and unanimously carried.

HRI Funding Resolution

Mr. Grady explained the funding resolution by which Roswell annually reimburses Health Research, Inc. for any shortfall in revenue against expenses attributable to Roswell operations.

A motion was made by Mr. Szefel to approve the HRI Funding Resolution, seconded by Ms. Anne Gioia, and unanimously carried.

Section 203 Budget Submission

Mr. Grady introduced an amendment to the Section 203 Budget filing made by Roswell Park with the Authority Budget Office in November. This amendment reconciles that filing with the final actual budget submission just approved.

A motion was made by Mr. Szefel to approve the Section 203 Budget Submission, seconded by Ms. NeMoyer, and unanimously carried.

3rd Quarter Financials

Mr. Grady briefly reviewed the Roswell third quarter financial statements.

On motion by Mr. Szefel, seconded by Ms. NeMoyer the 3rd Quarter Financials were approved.

3rd Quarter Investment Report

Mr. Grady briefly reviewed the Roswell third quarter investment statements.

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

Medical Staff Report

Informational only. Materials in Director's Desk.

VII. INFORMATION TECHNOLOGY COMMITTEE REPORT

Mr. Manning stated that Information Security, led by Mr. Adam Rosen continues to be of paramount importance. Mr. Rosen is doing a great job on information security. Dr. Furlani is doing a great job advancing information technology in support of clinical operations.

Ms. Mitchell moved that the meeting proceed to Executive Session for the purposes of discussing the CEO employment extension, seconded by Ms. Donna Gioia.

Mr. Sears asked Dr. Johnson and all staff to leave the room briefly. Mr. Sexton as Secretary and Ms. Doty-Lampson, Board assistant, remained.

Mr. Sears discussed the process that the Compensation Committee completes for not just Dr. Johnson's salary, but for all management salaries. Roswell utilizes Sullivan and Cotter, a nationally recognized compensation consultant to benchmark all compensation and benefits paid to the CEO and to the management team. Mr. Sears discussed Dr. Johnson's benchmark status and described what the Committee has done in the past two years to bring her base salary closer to the desired benchmark. He also stated that Dr. Johnson's contract has been extended for an additional five-year period.

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

XVII ADJOURNMENT

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

Michael B. Sexton, Secretary