A meeting of the Board of Directors of Roswell Park Cancer Institute Corporation was held on Thursday, March 26, 2020 at 12:00 pm in the Patrick P. Lee Board Room and by WebEx due to the COVID-19 crisis.

**Present:**
- Michael L. Joseph, Chairman - webex
- Gregory Daniel, MD - webex
- Linda A. Dobmeier - webex
- Leecia Eve, Esq. - webex
- Anne D. Gioia - webex
- Donna Gioia - webex
- Kenneth A. Manning, Esq - webex
- Gail Mitchell, Esq. - webex
- Elyse NeMoyer - webex
- R. Buford Sears - webex
- Dennis Szefel - webex
- Steven Weiss, Esq. - webex
- Candace S. Johnson, PhD, President & CEO

**Excused:**
- Gregory Young, MD (designee for Dr. Zucker)
- Howard Zucker, MD, New York State Commissioner of Health

**Present by Invitation:**
- Holly Bowser, Vice President of Organizational Perf Improvement - webex
- Laurel DiBrog, Chief Marketing and Communication Officer - webex
- Betsy Doty-Lampson, Board Administrator
- Errol Douglas, Chief HR Officer
- Amy Dunn Kirkpatrick, Senior Counsel for Risk Management - webex
- Cindy Eller, Chief Development Officer - webex
- Tom Furlani, PhD, CIO
- Ann Marie Gibney, Administrative Chief of Staff - webex
- Pamela D. Giesie, MSN, RN, Chief Nursing Officer - webex
- Kathryn L. Hineman, Deputy General Counsel - webex
- Shirley Johnson, Chief Clinical Operations Officer
- James C. Kennedy, Director, Government & Community Relations - webex
- Laura Krolczyk, VP, External Affairs - webex
- Boris Kuivshinoff, II, MD, Chief Medical Officer
- Gregory A. McDonald, Chief Financial Officer
- James Newman, Chairmain, Roswell Park Alliance Foundation – webex
- Kunle Odunsi, MD, PhD, FRCOG, FACOG, Deputy Director
- Raghu Ram, MD, Vice President of Value-Based Care Optimization & Community Clinical Collaboration - webex
- Thomas Schwaab, MD, PhD, Chief of Strategy, Bus Dev & Outreach
- David Scott, Director, Diversity and Inclusion
- Michael B. Sexton, Esq., Chief Administrative Officer, General Counsel and Corporate Secretary
I.  **CHAIRMAN’S OPENING REMARKS**

Mr. Joseph welcomed everyone and appreciated everyone making arrangements to call in to this meeting, given all of the concerns relating to the COVID-19 pandemic.

II.  **MINUTES**

Mr. Joseph called for approval of the minutes from the December 12, 2019 Board meeting. *A motion was made by Mr. Manning to approve the December 12, 2019 Minutes, seconded by Ms. NeMoyer and unanimously carried.*

*Mr. Manning made a motion, seconded by Ms. NeMoyer, to move the meeting to Executive Session for the purposes of receiving Leadership updates and an update from the Deputy Director, including discussion of State Budget Issues and the Organization’s Response to the COVID-19 crisis.*

III.  **LEADERSHIP REPORTS**

**Institute Updates.**

Dr. Johnson provided a COVID-19 update. She started with an overview of the biology of the various coronaviruses, so that members could understand what makes COVID-19 so contagious and in some cases so lethal. Dr. Johnson reviewed operational planning and steps taken to ensure the care for Roswell Park’s cancer patients during this pandemic. The density of daily patient census and outpatient cases has been reduced by reducing outpatient appointments, introducing telemedicine and reducing non-urgent surgeries. She also updated on efforts to achieve the ability to test for Coronavirus in patients and staff. She is hopeful to be running tests by Monday. Roswell Park is also researching testing for the presence of antibodies, in order to determine those individuals who have recovered from the disease and might be able to safely rejoin the workforce. Congressmen Higgins has been instrumental in helping Roswell to gain a supply of testing kits and machines.

More than 50% of Roswell Park’s workforce is working remotely from home. Roswell Park’s research mission has been shut down, faculty are mostly working from home.

All employees who have been sent home may be asked to be re-deployed for urgent needs in the clinical setting, and some redeployments have already happened. She also gave an update on the current inventory of personal protective equipment (PPE), which is sufficient for about a week of activity. Purchasing has been working hard to locate other sources of supply for N95 and surgical masks.

Dr. Johnson identified the members of the Incident Command System (ICS) that is overseeing the response to the crisis. Dr. Johnson reviewed the NYS DOH Hospital Surge program. All hospitals in NY are mandated to submit a plan for increasing beds by 50% or more. Although Roswell was advised it is exempt from this mandate, a plan was developed and submitted in order to ensure preparedness. With the expansion of beds, staffing these beds becomes an issue, so retired MDs and nurses are being called for help. Other sources are also being pursued.
Innovative clinical trials of known antiviral drugs are being pursued. Dr. Johnson has also reached out to local hospital CEO's to discuss how we can assist each other in this crisis and to invite them to join her in a request for foundation funding to help cover the increased cost of PPE and other supplies to deal with this crisis.

Deputy Director Report.
Dr. Odunsi provided information on managing cancer care during the COVID-19 pandemic. He reviewed the risks of hospitalization during this pandemic, as well as statistics on critical care needs and fatality data for Caronavirus patients based on age groups. He reviewed several research approaches regarding effective immunity to coronaviruses and treatment strategies to limit severity. Drs. Odunsi and Morrison are working with ThermoFisher Scientific to obtain testing equipment. A project is also underway to enhance early anti-viral response, to improve virus control. The FDA is fast tracking this research.

Mr. Joseph asked if the crisis will affect our funding from NYS. Ms. Krolczyk said yes, noting that NYS could end up with a $15B deficit. Reductions could be made across the board. Dr. Johnson noted that currently it appears the State will utilize interim budgets, with the hope Roswell will be plugged in at its FY20 budget.

Mr. Manning made a motion, seconded by Ms. Anne Gioia to move the meeting to Open Session which was seconded and unanimously carried.

Government Relations Update. Informational Only.

Development Update. Informational Only.

IV. HUMAN RESOURCES REPORT ALONG WITH DIVERSITY UPDATES

Mr. Douglas provided an HR update including data on employee growth, grievances, FMLA requests, and diversity office function. He noted that HR received 131 complaints of harassment, sexual harassment or discrimination, but only 19 of these warranted investigation. Roswell Park’s 2019 spend on MWBEs was 39.7% vs. a goal of 30%, which is excellent performance. Mr. Douglas
also reviewed race and ethnicity statistics among the workforce, and the changes between FY2018 and FY2019.

Mr. Douglas provided data showing the age and length of service status of the workforce, noting that a majority of the workforce is now Millennials and Generation X’ers. These two age groups place high value on corporate social responsibility by their employers. He also noted the heavy cost of turnover; $60,000 per employee, particularly in nursing. Roswell Park’s excellent work in recent years in working with the minority community in WNY is helping to keep Roswell’s turnover rate well below the average. Roswell’s turnover rate is currently 10.52% against a regional average in its industry of 17%.

Mr. Scott provided an overview of the activities of Roswell Park’s Office of Diversity and Inclusion. He spoke to what his team is doing to increase diversity at Roswell Park, including, career development classes, local job fairs, diversity job fairs and partnering with local diversity groups for referrals. Roswell Park is developing an inclusive culture for employees, such as Employee Network and Resource Groups, cultural celebrations, community events to promote awareness, luncheons highlighting different foods and cultures and educational sessions to learn about different peer groups.

Mr. Scott reviewed the inclusion efforts in the WNY community. Examples of Roswell’s community effort is the Genius Lab at the Belle Center, Mt. Aaron Community Center Computer Lab, Entrance and Restrooms, Holy Rosary Community Kitchen, Pucho Olivencia Community Center work and others. Ms. Eve stated that corporate social responsibility is important to the millennial generation employee and critical for maintaining these employees. Mr. Sexton thanked Mr. Douglas and Mr. Scott for all their efforts in this regard, and noting also the contributions of Steven Wright, the Vice President of Facilities and his team, Laura Krolczyk, Vice President for Outreach, and Carl Thomas. He also thanked Dr. Johnson for her support of this effort.

V. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

Echocardiogram Services

Azedra (Sole Source)

Forte Research (Sole Source)

Hand Hygiene Monitoring and Compliance (Sole Source)

Revenue System Cycle Replacement

Microsoft Licensing Renewal

High Performance Storage Replacement

Backup Storage

IT Staffing Resources (Additional Funds)

Marketing Contract Renewal

Consent approval for the above (a) through (j) projects was made by motion of Ms. Mitchell, seconded by Ms. Donna Gioia and was unanimously approved.
VI. LITIGATION/INSTITUTION OPERATIONS REPORT

Litigation Reports.
Mr. Sexton reported on litigation matters for the quarter. Four of seven EEOC cases were settled, leaving 3 cases open. 6 malpractice cases resolved, 3 with no payment.


Amendment to Procurement Guidelines.
Mr. Sexton reviewed edits to the Procurement Guidelines to increase limits for certain discretionary purchases to $500,000 as permitted by NY State Law. On motion by Mr. Manning, seconded by Ms. NeMoyer, the Amendments to the Procurement Guidelines were unanimously approved.

Procurement Contract Authority for David Donovan.
Mr. Sexton requested signature authority for David Donovan, Vice President, for procurement contracts that have been approved for signature by the Legal Department. On motion by Ms. Dobmeier, seconded by Ms. Anne Gioia, signature authority for David Donovan for procurement contracts approved for signature by the Legal Department was unanimously approved.

JP Morgan Resolution.
On motion by Mr. Manning, seconded by Ms. NeMoyer, the JP Morgan Resolution was unanimously approved.

Extension of AHA Instrument/Provider Certification Cards.
On motion by Mr. Manning, seconded by Ms. Dobmeier, the 60-day Extension of AHA Instrument/Provider Certification Cards was unanimously approved.

VII. FY2021 BUDGET
On motion by Mr. Manning, seconded by Ms. Anne Gioia, the FY2021 budget was unanimously approved.

HRI Funding Resolution.
On motion by Mr. Sears, seconded by Ms. NeMoyer, the HRI Funding Resolution was unanimously approved.

Section 203.
On motion by Mr. Szefel, seconded by Ms. Mitchell, the Section 203 Budget submission was unanimously approved.

VIII. 3RD QUARTER FINANCIALS FY20
On motion by Mr. Manning, seconded by Ms. Anne Gioia, the 3rd quarter FY 2020 financials were unanimously approved.

IX. 3RD QUARTER INVESTMENT ACTIVITY

3rd Quarter Investment Activity Report.
The 3rd quarter investment report was, on motion by Mr. Szefel, seconded by Ms. Anne Gioia, approved. Ms. Donna Gioia, Mr. Sears and Mr. Manning abstained.
X. TECHNOLOGY TRANSFER UPDATES
Informational Only.

XI. AUDIT COMMITTEE UPDATES
Informational Only.

XII. INFORMATION TECHNOLOGY UPDATES
Informational Only.

XIII. MEDICAL STAFF REPORT

Medical Staff Credential Subcommittee Minutes. Informational Only.

XIV. NURSING REPORT
Informational Only.

XV. CLINICAL OPERATIONS REPORT
Informational Only.

Mr. Manning made a motion, seconded by Ms. NeMoyer to move the meeting to Executive Session to discuss Compensation Committee matters including review of the compensation of the CEO.

XVI. EXECUTIVE SESSION

In Executive Session the satisfaction of institutional goals by management, and the performance of the CEO, were discussed.

XVII. ADJOURNMENT

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

Michael B. Sexton, Secretary