

**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 26, 2025, at 12:00 pm in the Gaylord Cary Conference Room and using Microsoft Teams.

Present: Leecia Eve, Esq., Chair
Lisa Damiani
Gregory Daniel, MD - via Teams
Linda A. Dobmeier
Donna Gioia
Candace S. Johnson, Ph.D., President & CEO
Gail Mitchell, Esq.
Johanne Morne - via Teams
Elyse NeMoyer
R. Buford Sears - via Teams
Lee Wortham

Excused: Anne D. Gioia
Garnell W. Whitfield, Jr.

**Present by
Invitation:**

Holly Bowser, VP Quality & Patient Safety
Renier Brentjens, MD, PhD, Deputy Director, Chair of Dept of Medicine
Gene Cullen, VP, Internal Audit
David Donovan, VP, Office of Transformation Management
Betsy Doty-Lampson, Board Administrator
Errol Douglas, Ph.D., Chief of Human Resources Management
Ross Eckert, Foundation Board Chair
Cindy Eller, Chief Development Officer
Julia Faller, DO, MS, Chief Medical Officer
Ann Marie Gibney, Administrative Chief of Staff
Derrek Galloway, Managing Director, Press Ganey
Ryan Grady, Chief Financial Officer
Dale Harvey, Managing Consultant, Strategic Consulting Press Ganey
Mark Hennon, MD, Vice Chair, Thoracic
George Hickman, Chief Digital & Information Officer
Kathryn Hineman, Esq, VP and General Counsel
Michael E. Johnson, Director, Government & Community Relations
James C. Kennedy, Vice President, Government & Community Relations
Amy Kirkpatrick, Asst Vice President & Deputy General Counsel
Crystal Rodriguez-Dabney, SVP, Chief Employee Advocacy & Fairness
Officer
Elisa Rodriguez, PhD, VP, Associate Director for Institutional Leadership
Adam Rosen, Chief Information Security Officer

Michael B. Sexton, Esq., Senior Vice President and Chief Legal Officer,
and Corporate Secretary
Bryan Sidorowicz, AV Consultant
Andrew Storer, Ph.D., DNP, SVP, Chief Nursing Officer
David Tear, MBA, VP, Chief Hospital & Network Operations
Michael Wong, MD, PhD, Physician in Chief
Sai Yendamuri, MD, Chief Strategy Officer, SVP of Business Development &
Outreach
Richard Zahnleuter [Member of the public; via TEAMS]

I. CHAIRWOMAN'S OPENING REMARKS

Ms. Eve opened the meeting and welcomed all attendees. She began the meeting by reading a land acknowledgment recognizing the Seneca Indigenous Nation as the caretakers of the property upon which Roswell Park operates from many years ago, and she also acknowledged the many contributions of Indigenous peoples to Roswell Park's mission. She congratulated Dr. Storer, Chief Nursing Officer, and all Roswell Park employees on the facility being recognized as a Magnet hospital. She then asked Dr. Storer to speak about Magnet. Dr. Storer stated that this is a top national honor designated by the American Nurses Credentialing Center. This distinction recognizes quality patient care and innovations in professional nursing practice, providing the ultimate benchmark for consumers to measure the care they expect to receive. Roswell Park achieved exemplary recognition in nine key metrics.

II. SAFETY MESSAGE

Dr. Storer then shared a safety message about an incident occurring in Roswell's parking ramp in which Dr. Ermelinda Bonaccio, the Chair of Radiology, helped a frail woman by securing a wheelchair for her in the parking garage. This incident highlighted the importance of being aware of transportation services available for patients at Roswell, and of being willing to intervene when one sees a patient needing those services.

III. DRAFT MINUTES OF BOARD MEETINGS

Ms. Eve turned to the approval of the minutes of the special Board meeting held on December 13, 2024, and the quarterly Board meeting held December 18, 2024.

After review, a motion for approval of both sets of minutes was made by Ms. Mitchell, seconded by Ms. NeMoyer, and unanimously carried.

IV. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

Ms. Eve identified several sets of contract procurements needing Board approval. She noted summaries of each were in the Directors Desk materials for the meeting and that each procurement had been fully vetted by the Finance Committee at its quarterly meeting the previous week. These contracts were presented on a consent agenda basis, without formal presentations at the meeting.

Mr. Sexton provided a brief summary of both the Sodexo Temporary Labor procurement, and the ten insurance coverage renewals for the 2026 fiscal year. Mr. Hickman provided a summary of the Picture Archive and Communication System (PACS) replacement. Mr. Tear summarized the Gamma Knife upgrade, MRI 3T upgrade, the CRS nuclear services agreement, as well as single source justifications for the PulmonX Zephyr Valve renewal and the Boston Scientific Tenacio penile pumps procurement.

Sodexo Temporary Labor
Insurance Renewals
PACS
Gamma Upgrade
MRI Facelift
CRS Nuclear Products

SOLE SOURCE APPROVAL
PulmonX Zephyr Valves
Penile Pumps

After review, *a motion for approval of the contracts/capital expenditure projects as well as the sole source procurements was made by Ms. Gioia, seconded by Ms. NeMoyer, and unanimously carried.*

V. BOARD OVERSIGHT ON QUALITY

Ms. Dale Harvey, a consultant from Press Ganey, provided an update on the high reliability organization (HRO) journey at Roswell Park. She emphasized the importance of safety messages, psychological safety, and continuous improvement in driving quality and safety. The Board discussed the progress and challenges in implementing HRO practices.

VI. FINANCE

Mr. Grady provided a review of the third quarter financial statements, the fiscal year 2026 budget for the Corporation, the annual HRI funding resolution, the Section 203 adjusted budget filing with the NYS Authority Budget Office, and the third quarter investment report. There was discussion and after review, a motion for approval of the third quarter financial statements, FY2026 Budget, HRI Funding Resolution, Section 203 Budget Submission and third quarter investment activity report *was made by Mr. Wortham, seconded by Ms. Dobmeier, and unanimously carried.*

VII. LEGAL COMMITTEE UPDATE

Ms. Mitchell provided updates on the legal committee's activities, including changes to the naming of the Community, Employee Advocacy and Fairness Committee and its charter, new New York State cybersecurity requirements, and the HRI transition project. Mr. Sexton highlighted the new cyber regulations and the compliance implementation project that will be underway over the next seven months, led by Adam Rosen, Chief Information Security Officer.

VIII. IT COMMITTEE UPDATE

Mr. Hickman discussed the implementation of a policy and governance structure for trustworthy AI and the ongoing focus on cybersecurity. The board was informed about the importance of these initiatives in ensuring the organization's security and efficiency.

Mr. Wortham then made a motion that the meeting proceed to Executive Session for the purposes of (i) receiving reports from the Governance, Business Development, and Community, Employee Advocacy and Fairness Committees; (ii) Institutional updates from the Chief Executive Officer addressing business strategy and initiatives; (iii) Reports on clinical quality, nursing and clinical operations; and (iv) Reports from the CFO on the corporation's proposed debt issuance project and on litigation matters, which was seconded by Ms. NeMoyer and unanimously approved.

IX. BUSINESS DEVELOPMENT UPDATE

Ms. Dobmeier stated that this committee has gone through many changes, and it is doing a great job. She then turned the report over to Dr. Yendamuri to provide a quick update.

[REDACTED]

Dr. Yendamuri also commented on recruitment efforts across the network, and on efforts to establish an affiliation with [REDACTED]. He also noted that a significant number of community practice patients are participating in Roswell monthly clinical trial accruals on the main campus.

Ms. Eve then asked for review and approval of edits to the Business Development Committee Charter. The edits reduced the minimum number of meetings each year to two. After review, *a motion for approval of the revised Business Development Charter was made by Mr. Wortham, seconded by Ms. Dobmeier, and unanimously carried.*

X. LEADERSHIP REPORT

Institute Update

Dr. Johnson provided an institute update and started with the planned retirements of three key leaders, Ms. DiBrog, Mr. Sexton and Ms. Eller in late 2025 and early 2026. Recruitment for Ms. DiBrog and Mr. Sexton's replacements have begun, and she invited Board members to participate if they wish, when interviews are being conducted. She congratulated Rochester's Wilmot Cancer Institute at the University of Rochester on earning designation as an NCI Cancer Center. Roswell Park has worked alongside the Wilmot Cancer Institute team for many years.

Dr. Johnson advised the Board that the HRI project is currently in a holding pattern pending legislation permitting the new company to participate in the state retirement system. It is uncertain if that will happen, so alternatives are being considered.

Dr. Johnson shared some key takeaways from the January leadership retreat.

[REDACTED]

[REDACTED] Additionally, Dr. Johnson shared a bit about her recent visit to the White House. Dr. Johnson and Mr. Kennedy attended a St. Patrick's Day celebration at the White House and a reception at Blair House on March 12, 2025.

Community, Employee Advocacy & Fairness Committee

Ms. Mitchell started with the renaming of the committee, the Board is fully committed to championing fairness, accountability, integrity, and respect at all levels of the organization. Mr. Sexton reminded the Board that the office Ms. Rodriguez-Dabney manages has been in existence at

Roswell, handling employee discrimination complaints and MWBE matters, for decades. Dr. Johnson noted the wording changes simply better describe what the office actually does. The revised Charter was reviewed and discussed. After discussion, *Ms. NeMoyer made a motion to approve the revised charter, which was seconded by Ms. Damiani and unanimously carried.*

Governance Committee Update

Ms. Gioia stated much work has been done on the CEO succession plan. Ms. Hineman stated that the policy and procedures have been reviewed and approved by the Governance Committee. Mr. Wortham asked that the Foundation Board Chair be added to the search committee, which was agreed upon.

Ms. Hineman reviewed PBC Bylaw changes establishing the Quality Improvement Committee as a Board committee and adopting a charter. *A motion was made by Ms. Gioia to approve the revised PBC Bylaws, which was seconded by Mr. Wortham and unanimously carried.*

Ms. Hineman also discussed changes made to the CEO Succession plan to incorporate the Physician in Chief into the written process. After discussion, *a motion was made by Mr. Wortham to amend the CEO Succession Policy and Procedure, by adding that the Alliance Foundation Board Chair to the search committee, and to incorporate the Physician in Chief into the succession and recruitment processes, which was seconded by Ms. NeMoyer and unanimously carried.*

Nursing Report

Dr. Storer again briefly spoke on the Magnet designation which was awarded on February 25, 2025. He then shared a brief video of the phone call Roswell Park received from Mr. Marshall, the Chair of the Commission on Magnet Recognition. Dr. Storer also shared that Roswell Park was awarded the Beacon Award for Excellence by the American Association of Critical Care Nurses.

Quality Report

Dr. Faller stated most of the quality report was Ms. Dale Harvey's presentation. Ms. Bowser reviewed the Quality Improvement plan and areas of focus. After discussion, *a motion was made by Ms. Dobmeier to approve the QI Plan, which was seconded by Mr. Wortham and unanimously carried.*

2025 QI Areas of Focus

Ms. Gioia made a motion to approve the 2025 QI Areas of Focus, which was seconded by Ms. NeMoyer and unanimously carried.

Litigation/Institute Operations Report

Mr. Sexton provided a brief update on litigation cases, noting that in all areas, labor, negligence, and malpractice, case numbers have been declining.

Policy & Procedures Committee Report

Informational only.

Ms. Eve made a motion to return to Open Session which was seconded by Mr. Wortham and unanimously approved.

Debt Issuance

Mr. Grady provided an update on the debt issuance process. Presentations will be made in early April by him, Dr. Johnson, and Mr. Sexton to Standards & Poors, Moody's, and Fitch. These organizations will be in person on campus, and will ultimately issue bond ratings that will determine the interest rate on Roswell Park's bonds.

Government Relations Report

Mr. Kennedy stated it is the end of NYS budget season; he expects the new budget to be passed around April 12.

Clinical Operations Report

Mr. Tear stated that progress on care optimization efforts continue.

Medical Staff Credentials

Informational Only.

Dr. Johnson announced that Dr. Thomas Tomasi, who was President and CEO of Roswell Park in the decade before it became a public benefit corporation, passed away this past Sunday. He was 97 years old. Dr. Johnson, Ms. Donna Gioia and Ms. Eve each spoke about Dr. Tomasi's great accomplishments at Roswell Park. A remembrance service will be held on May 8th in the Gaylord Cary Conference Room.

Ms. Eller mentioned that the fiscal year for the Foundation is coming to a close, and the Foundation has exceeded its goal. The target was to raise \$27 million, and they have successfully raised \$29.5 million. She wanted to take a moment to acknowledge everyone's hard work and dedication.

XI. ADJOURNMENT

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

Michael B. Sexton, Secretary