

**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, August 29, 2019 at 12:00 pm in the Gaylord Cary Conference Room.

Present: Michael L. Joseph, Chairman
Gregory Daniel, MD
Anne D. Gioia
Donna Gioia
Kenneth A. Manning, Esq.
Gail Mitchell, Esq.
Elyse NeMoyer
Dennis Szeffel
Steven Weiss, Esq.
Gregory Young, MD (designee for Dr. Zucker)
Candace S. Johnson, PhD, President & CEO

Excused: Linda A. Dobmeier
Leecia Eve, Esq.
Hon. Salvatore R. Martoche, Esq
R. Buford Sears
Howard Zucker, MD, New York State Commissioner of Health

Present by Invitation: Holly Bowser, Vice President of Organizational Performance Improvement
Laurel DiBrog, Chief Marketing and Communication Officer
Betsy Doty-Lampson, Board Administrator
Errol Douglas, Chief HR Officer
Amy Dunn Kirkpatrick, Senior Counsel for Risk Management
Grace Dy, MD, Chief, Thoracic Oncology
Ann Marie Gibney, Executive Office Administrator
Pamela D. Giesie, MSN, RN, Chief Nursing Officer
Kathryn L. Hineman, Deputy General Counsel
Shirley Johnson, Chief Clinical Operations Officer
James C. Kennedy, Director, Government & Community Relations
Laura Krolczyk, Vice President of External Affairs
Michael Kuettel, MD, PhD, MBA, Chair of Radiation Medicine
Boris Kuvshinoff, II, MD, Chief Medical Officer
Gregory A. McDonald, Chief Financial Officer
James D. Newman, Roswell Park Alliance Foundation Chair
Kunle Odunsi, MD, PhD, FRCOG, FACOG, Deputy Director
Raghu Ram, MD, Vice President of Value-Based Care Optimization & Community Clinical Collaboration
Thomas Schwaab, MD, PhD, Chief of Strategy, Bus Dev & Outreach
Michael B. Sexton, Esq., Chief Administrative Officer,
General Counsel and Corporate Secretary

I. CHAIRMAN'S OPENING REMARKS

Mr. Joseph welcomed everyone and informed the Board that the meeting would be conducted as a consent agenda meeting, so that most of the meeting can be utilized to discuss important and strategic issues facing the organization. He indicated that he would appreciate feedback with regard to this change after the meeting.

II. MINUTES

Mr. Joseph called for approval of the minutes from the June 20, 2019 Board meeting. It was noted that Mr. James Newman, Chairman of the Roswell Park Alliance Foundation, should be added to the list of attendees, as he was present at the meeting. *A motion was made by Mr. Manning to approve the June 20, 2019 Minutes with the above change, seconded by Ms. NeMoyer and unanimously carried.*

Mr. Manning made a motion, seconded by Ms. Mitchell, to move the meeting to Executive Session for the purposes of receiving a faculty presentation on new cancer treatment modalities.

Mr. Manning made a motion, seconded by Ms. Mitchell to move the meeting to Open Session.

IV. CIMAVAX UPDATES

Dr. Grace Dy provided an update on the CimaVax clinical trial. She reviewed the timeline of the study and outlined the challenges and opportunities. Challenges include slower than anticipated accrual to the clinical trial, and a significant increase in the number of therapies available for lung cancer. Dr. Daniel expressed disappointment with current progress. A discussion took place on the clinical benefits of CimaVax and what is expected for the immediate future of this initiative. Dr. Daniel asked that at a future board meeting a full understanding of the CimaVax trial along with a tally of the actual costs of the Cuban initiative so far. Responses to Dr. Daniel's comments were made by Drs. Johnson, Dy and Schwaab, each of whom indicated that while the clinical trial was not accruing at a rapid rate, the results were encouraging. It was noted that CimaVax is in use in parts of the world other than the United States, with reportedly excellent results. The purpose of the

Cuban joint venture is to bring Cuban drugs to the USA, but those drugs must go through clinical trials first to determine safety and efficacy. That is the purpose of the CimaVax trial. Mr. Weiss asked Dr. Johnson whether she felt Roswell Park needed to modify or retract any of its past public statements about CimaVax. Dr. Johnson indicated that she did not feel that was necessary.

Mr. Manning made a motion, seconded by Ms. NeMoyer, to move the meeting to Executive Session for the purposes of receiving an update from the Chief Executive Officer on Cancer Center initiatives, a proposal from the Business Development department, and a discussion relating to academic affiliations.

V. LEADERSHIP REPORTS

Institute Updates

Dr. Johnson made a detailed presentation and provided materials regarding Roswell Park's academic/educational mission. Roswell Park's graduate division cost is \$3.56M, UB supports this program at about \$350,000. The graduate division is a very successful and worthwhile program. The Graduate Medical Education (GME) program includes residents and fellows of the UB Medical school. Currently Roswell Park is 20 residents over Roswell's cap for CME reimbursement. As a result, Roswell Park paying significantly more than its equitable share of the cost of UB's residency program, while at the same time UB is directing oncology care away from Roswell Park. There was a substantial discussion of the complexity and cost/benefits of the UB academic relationship. Dr. Young volunteered to meet with Drs. Johnson and Cain to help work on the relationship between UB and Roswell Park.

Chief Medical Officer Update

Information only.

Mr. Manning made a motion, seconded by Ms. Mitchell to move the meeting to Open Session.

Managed Care Update: Payor Negotiations
Information only. Materials in Director's Desk.

Government Relations Update
Information only. Materials in Director's Desk.

VI. LITIGATION REPORT/INSITUTE OPERATIONS REPORT

Litigation Reports
Information only. Materials in Director's Desk.

Policy & Procedures Committee
Information only. Materials in Director's Desk.

NYS Human Rights Law Amendments
Information only. Materials in Director's Desk.

JP Morgan Agreements and Authorization Forms

Mr. Sexton asked for approval of the Third-Party Access Agreement. The agreement was provided in Director's Desk. *On motion by Ms. NeMoyer, seconded by Mr. Manning, the Third-Party Access Agreement was unanimously approved.*

Annual Approval of Resolution Appointing Officers

Mr. Sexton asked for approval of the Resolution Appointing Officers as follows: President and CEO – Candace S. Johnson, PhD; Medical Director – Boris Kuvshinoff, MD; Treasurer/CFO – Gregory McDonald; and Secretary – Michael B. Sexton. *On motion by Mr. Manning, seconded by Mr. Weiss, the Resolution was unanimously approved.*

VII. 1st QUARTER COMBINED FINANCIAL STATEMENTS

The financial report and statements were provided in Director's Desk. *On motion by Dr. Daniel, seconded by Mr. Szeffel, the 1st quarter combined financial statements were unanimously approved.*

VIII. 1st QUARTER INVESTMENT ACTIVITY

Investment Activity Report

The Investment Activity report was provided in Director's Desk. *The 1st quarter investment activity report was, on motion by Ms. Mitchell, seconded by Mr. Szeffel approved by majority. Mr. Manning and Ms. Donna Gioia abstained from the vote.*

IX. COMPENSATION COMMITTEE

Compensation Committee Charter

The Charter was provided in Director's Desk and had been approved by the Compensation Committee.

On motion by Mr. Manning, seconded by Ms. NeMoyer, the Compensation Committee Charter was unanimously approved.

Executive Compensation Philosophy

The Executive Compensation Philosophy document, amended by the Compensation Committee, was in Director's Desk. *On motion by Ms. Mitchell, seconded by Mr. Manning, the Executive Compensation Philosophy was unanimously approved.*

NY Paid Family Leave Program

A Summary of a new fringe benefit for Management Confidential employees was provided in the Director's Desk materials. It was noted the Governor's Office had recommended that Roswell Park adopt this benefit for its MC staff.

A motion was made by Ms. NeMoyer, seconded by Ms. Mitchell, that the Corporation elects to opt-in to NY Paid Family Leave Program for its management confidential employees as a rider to the NY IPP coverage, to begin on January 1, 2020, and directs the giving of statutory notice to affected employees and authorizes the officers of the corporation to execute agreements necessary for implementation. Said motion was unanimously approved.

X. COMPLIANCE COMMITTEE

Compliance Committee Charter

The new Charter was provided in Director's Desk and had been approved by the Compliance Committee. *On motion by Mr. Manning, seconded by Mr. Weiss, the Compliance Committee Charter was unanimously approved.*

XI. GOVERNANCE COMMITTEE

Review of Bylaws

A listing of bylaw amendments was in the Director's Desk materials. *On motion by Mr. Szeffel, seconded by Ms. NeMoyer, the Bylaw amendments were unanimously approved.*

Proposed Amendment to Directors Conflict of Interest Policy

A proposed amendment to the Director's Conflict of Interest Policy was provided in the Director's Desk materials. *On motion by Ms. Anne Gioia, seconded by Ms. NeMoyer, the Amendment to Directors Conflict of Interest Policy was unanimously approved.*

XII. MEDICAL STAFF REPORT

Sub-committee Minutes

Informational only. Materials in Director's Desk.

XIII. NURSING REPORT

Informational only. Materials in Director's Desk.

XIV. CLINICAL OPERATIONS REPORT

Informational only. Materials in Director's Desk.

Mr. Manning made a motion, seconded by Ms. Mitchell, to move the meeting to Executive Session for the purposes of reviewing the board self-evaluation surveys.

XV. EXECUTIVE SESSION: BOARD SELF-EVALUATION SURVEYS

Mr. Joseph excused all staff members and requested that Mr. Sexton present on the fiscal year 2019 board self-evaluation survey. Overall the survey is very positive. Three primary issue areas were: concerns about the CEO evaluation process, the efficacy of the board's decision-making process on technology spin off activities, and evaluation of results of prior approved actions were identified as concerns. Mr. Sexton noted that, at Dr. Johnson's suggestion, a new CEO evaluation questionnaire is sent to each Director to complete and return to the Board Chair. He believes this addresses the CEO evaluation process concerns.

A discussion then took place on the consent agenda meeting. Most board members approved of this style. One concern was raised about the need for more information on each action item, and for the Chair to ask if there are questions before proceeding with approvals.

XVI. OTHER BUSINESS/ADJOURNMENT

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


Michael B. Sexton, Secretary