

**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, September 25, 2025, at 2:30 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  
Brian Higgins  
Candace S. Johnson, Ph.D., President & CEO  
Tina Kim (via Teams)  
Gail Mitchell, Esq.  
Elyse NeMoyer  
R. Buford Sears (via Teams)  
Garnell W. Whitfield, Jr.  
Lee Wortham

**Present by  
Invitation:**

Elizabeth Bouchard, SVP & Associate Director for Community Outreach & Engagement  
Gene Cullen, VP, Internal Audit  
Laurel DiBrog, SVP Chief Marketing Officer  
David Donovan, VP, Office of Transformation Management  
Betsy Doty-Lampson, Board Administrator  
Errol Douglas, Ph.D., Chief of Human Resources Management  
Julia Faller, DO, MS, Chief Medical Officer  
Ann Marie Gibney, Administrative Chief of Staff (via Teams)  
Ryan Grady, Chief Financial Officer  
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  
Todd Maier, Vice President of Finance  
Crystal Rodriguez-Dabney, SVP, Chief Employee Advocacy & Fairness Officer  
Elisa Rodriguez, PhD, VP, Associate Director for Institutional Leadership  
Adam Rosen, Chief Information Security Officer  
Margot P. Schoenborn, Esq., Senior Vice President and Chief Legal Officer, and Corporate Secretary

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 (via Teams)  
David Tear, MBA, VP, Chief Hospital & Network Operations  
Sai Yendamuri, MD, Chief Strategy Officer, SVP of Business Development &  
Outreach

**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.

Ms. Eve welcomed our newest board member Brian Higgins, and recognized Mike Sexton’s retirement, with contributions from Dr. Johnson and other board members.

Ms. Eve encouraged everyone to attend the Pro Perspectives Speaker Symposium on Wednesday, October 8, 2025. Featured speaker will be Loriana Hernandez-Aldama.

**II. SAFETY MESSAGE**

Dr. Faller shared a safety story from Mr. Sexton’s retirement reception last night and asked that participants be aware of their surroundings.

**III. DRAFT MINUTES OF BOARD MEETINGS**

Ms. Eve turned to the approval of the minutes of the quarterly Board meeting held June 25, 2025.

*After review, a motion for approval of the minutes was made by Ms. NeMoyer, seconded by Mr. Wortham, and unanimously carried.*

**IV. CONTRACTS/CAPITAL EXPENDITURE PROJECTS**

Ms. Eve identified several contract procurements requiring 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 during the previous week. These contracts were presented on a consent agenda basis, without formal presentations at the meeting.

**Oracle License Renewal (Single Source)**

*After review, a motion for approval of the Oracle License Renewal was made by Mr. Wortham, seconded by Ms. NeMoyer, and unanimously carried.*

**Clinical Pathways (Single Source)**

*After review, a motion for approval of the Clinical Pathway software was made by Ms. Damiani, seconded by Mr. Whitfield, and unanimously carried.*

**IV Pumps**

After review, *a motion for approval of the Infusion Pump System replacement was made by Ms. Donna Gioia, seconded by Mr. Wortham, and unanimously carried.*

**UBMD Cardiology (Single Source)**

After review, *a motion for approval of the UBMD Cardiology agreement was made by Ms. Dobmeier, seconded by Ms. NeMoyer, and unanimously carried.*

**Solventum (3M) (Single Source)**

After review, *a motion for approval of the Solventum renewal was made by Mr. Wortham, seconded by Ms. Dobmeier, and unanimously carried.*

**RevSpring Patient Statements (Single Source)**

After review, *a motion for approval of the RevSpring renewal was made by Ms. Mitchell, seconded by Ms. Damiani, and unanimously carried.*

**V. LEADERSHIP ACADEMY**

Ms. Melissa Therrien presented the launch of the Roswell Park Leadership Academy, outlining its mission, structure, and initial pilot programs. She addressed questions from board members regarding participation, selection, and the program’s role in staff retention and development. There were 47 employee applicants for the program, 25 of whom were selected for the inaugural manager program. There were Board discussions concerning how this program complements the High Reliability Organization initiative.

**VI. LEGAL COMMITTEE UPDATE**

Ms. Mitchell provided a brief update on the Legal Committee, highlighting the strength of the legal team, recent settlements, and the ongoing feasibility study for establishing a captive liability insurance company.

**VII. TECHNOLOGY TRANSFER COMMITTEE UPDATE**

Ms. NeMoyer summarized the Technology Transfer committee’s activities, including the expansion of the Empire State Cellular Therapy Consortium, ongoing industry engagement, and the positive financial status of the Technology Development fund. It was noted that the Technology Development fund has funded a total of \$1.34M in projects and there have been over \$3M in license revenue payments related to those investments.

**VIII. IT COMMITTEE UPDATE**

Ms. NeMoyer provided a brief update, and it was noted that Information Security would be providing an update during the December 2025 Board of Directors meeting.

*Mr. Wortham made a motion that the meeting proceed to Executive Session for the purposes of receiving the presentation by MimaVax, a Business Development update, the CEO update on business operations and strategy, Quality report, a report from Chief Financial Officer on the debt issuance; a report on Government Relations and the litigation updates report, which was seconded by Ms. Damiani and unanimously approved.*

**IX. MIMAVAX DISCUSSION**

[REDACTED]

[Redacted]

X. BUSINESS DEVELOPMENT UPDATE

[Redacted]

XI. LEADERSHIP REPORT

Institute Update

[Redacted]

[Redacted]

[Redacted]

[Redacted]

Care Team Optimization Update

[Redacted]

Quality Update

[REDACTED]

Debt Issuance Update

[REDACTED]

HRI Update

[REDACTED]

Managed Care Report

None

Government Relations Report

[REDACTED]

Litigation Update

Mr. Sexton deferred this update.

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

Signatures for Contracts

Mr. Sexton provided a few corrections to titles and spending authority for the resolution contained in the Board materials.

**RESOLUTION FOR CONTRACT SIGNATURES**

**Whereas** the Board of Directors periodically authorizes officers of Roswell Park Cancer Institute Corporation (“Roswell Park”) to execute written contracts on behalf of the corporation.

**Now, Therefore,** on motion duly made and seconded, the following resolution is approved effective September 26, 2025:

1. **Resolved,** that the following officer titles, and the incumbents from time to time occupying such titles, are hereby authorized to execute contracts on behalf of Roswell Park:

- President and Chief Executive Officer
- Deputy Director
- Physician-in-Chief
- Chief Financial Officer
- Senior Vice President & Chief Legal Officer
- Senior Vice President, Business Development and Outreach & Chief Of Strategy
- Senior Vice President, Chief of Hospital & Network Operations
- Chief Medical Officer
- Vice President, Payer Relations (Individual patient reimbursement agreements <\$250,000)
- Senior Vice President, Cancer Education and Training (academic affiliation agreements)

*After review, a motion for approval was made by Mr. Wortham, seconded by Ms. NeMoyer, and unanimously carried.*

#### ***Bank Document Signature Authority***

### **RESOLUTION**

RESOLVED: That the signatory Bank below (the “Bank”) be, and hereby is, designated a depository of funds of Roswell Park Cancer Institute Corporation (the “Depositor”), with authority to accept at any time for the credit of the Depositor deposits in checking, savings, money market savings, term or any other account, by whomsoever made in whatever manner endorsed; and

RESOLVED: That the Bank shall not be liable in connection with the collection of such items that are handled by the Bank without negligence; and

RESOLVED: That the Depositor assumes full responsibility for and shall indemnify the Bank against all losses, liabilities and claims resulting from payments, withdrawals or orders made in accordance with, or from actions taken in good faith and in reliance upon, these Resolutions; and

#### **Payment Orders**

RESOLVED: That the Bank be, and hereby is, authorized and directed to certify, pay or otherwise honor all checks, drafts, notes, bills of exchanges, acceptances, undertakings and other instruments or orders for the payment, transfer or withdrawal of money for whatever purpose and to whomsoever payable when such instruments and orders are properly made, signed, or endorsed by

the signature, the actual or purported facsimile signature or the oral direction of any one of the authorized signers below; and

RESOLVED: That any authorized signer acting alone be, and hereby is, authorized on behalf of the Depositor to endorse, negotiate and collect any and all checks, drafts, notes, bills of exchange, acceptances, undertakings and other instruments and to open and close and update information on any account of the Depositor at the Bank; and

### **Funds Transfers**

RESOLVED: That any of the authorized signers below acting alone be, and hereby is, authorized on behalf of the Depositor to instruct, orally or by such other means as the Bank may make available to Depositor, the Bank to initiate the transfer of funds by wire, telex, automated clearinghouse, book entry, computer or such other means, and to execute agreements with the Bank for the transfer of funds from any of Depositor's accounts and to delegate from time to time to other persons the authority to initiate the transfer of funds from any such account; and

### **Borrowing**

RESOLVED: That any of the authorized signers below acting alone be, and hereby is, authorized on behalf of the Depositor to transact with and through the Bank all such business as the authorized signer shall deem advisable upon such terms as the authorized signer shall deem proper including, but not limited to (i) obtaining loans, credits and other financial accommodations; (ii) discounting, selling, assigning, delivering and negotiating checks, drafts, bills of exchange, acceptances, notes and other writings containing a promise of, or order for, the payment of money (individually an "Item" and collectively "Items"); (iii) guaranteeing and otherwise becoming contingently liable for obligations of others; (iv) applying for services or products from the Bank ("Services and Products") including, without limitation, letters of credit, electronic funds transfers, Internet products, capital markets products, deposit and cash management products; and (v) pledging, hypothecating, assigning, mortgaging, encumbering, granting security interests in and otherwise creating liens upon property, whether real or personal, tangible or intangible ("Property"), as security for credits and for guaranties and other contingent liabilities. In connection with any such transaction of business, each authorize signer has the power and authority on behalf of the Depositor to do all such acts and other things as the authorized signer shall deem proper, including but not limited to (i) signing, drawing, accepting, endorsing, executing and delivering Items; (ii) executing and delivering notes, guaranties, assignments, pledges, hypothecations, mortgages, deeds of trust, security agreements, powers of attorney, indemnifications, receipts, waivers, releases and other instruments, agreements and documents; (iii) making and receiving delivery of Property; (iv) accepting, receiving, withdrawing and waiving demands and notices; (v) incurring and paying liabilities, costs and expenses; Without limiting the generality of the foregoing, each authorized signer has the power and the authority on behalf of the Depositor to obtain from the Bank from time to time upon such terms as authorized signer shall deem proper, credits in such amounts as they deem necessary.

RESOLVED: That the foregoing resolutions shall remain in full force and effect and may be relied upon by the Bank, notwithstanding the dissolution or termination of existence of the Depositor or any change in the identity of, or any modification or termination of any authority of, any Authorized Signer, until a copy of a subsequent resolution revoking or amending them, duly certified by an Authorized Signer of the Depositor, shall be actually received by the account officer of the Bank responsible for the obligations of the Depositor and such the Bank shall have had a reasonable time

to act thereon; and any action taken by the Bank prior to such actual receipt and passage of time shall be binding upon the Depositor, irrespective of when such resolutions may have been adopted.

### **Additional Resolutions**

RESOLVED: That the Bank may rely on any signature, endorsement or order and any facsimile signature or oral instruction reasonably believed by the Bank to be made by an authorized signer, and the Bank may act on any direction of an authorized signer without inquiry and without regard to the application of the proceeds thereof, provided that the Bank acts in good faith; and

RESOLVED: The Bank may rely on this document and on any certificate by an authorized representative of the Depositor as to the names and signatures of the authorized signers of the Depositor until the Bank has actually received written notice of a change and has had a reasonable period of time to act on such notice; and

RESOLVED: That the Depositor agrees to notify the Bank promptly and in writing of any change in (a) these Resolutions, (b) the identity of persons authorized to sign, endorse or otherwise authorize payments, transfers or withdrawals, (c) ownership of the Depositor or the Depositor's legal structure or status, including the Depositor's dissolution or bankruptcy; and

RESOLVED: That any of the following named persons, holding the following offices of the Depositor be, and hereby are, designated at the authorized signers to act on behalf of the Depositor in accordance with the above resolutions:

**DATED THIS 25<sup>th</sup> DAY OF September 2025:**

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Candace Johnson, President and CEO  
[Candace.Johnson@RoswellPark.org](mailto:Candace.Johnson@RoswellPark.org)  
716-845-8300

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Ryan Grady, Chief Financial Officer  
[Ryan.Grady@RoswellPark.org](mailto:Ryan.Grady@RoswellPark.org)  
716-845-7181

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Margot P. Schoenborn, Senior Vice President  
[Margot.Schoenborn@RoswellPark.org](mailto:Margot.Schoenborn@RoswellPark.org)  
716-352-0933

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Michael Wong, Physician-in-Chief  
[Michael.Wong@RoswellPark.org](mailto:Michael.Wong@RoswellPark.org)  
716-845-3239

I certify that the above Resolution and Authorizations were properly adopted by the Board of Directors of Roswell Park Cancer Institute Corporation at a duly constituted board meeting, at which a quorum was attained, and are in full force and effect and have not been amended as of the date below. The Bank may rely on these Resolutions and Authorizations until written notice of amendment has been received and the Bank has a reasonable opportunity to act on such notice.

Dated: September \_\_\_\_, 2025

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Margot P. Schoenborn, Esq.  
Corporate Secretary

*After review, a motion for approval was made by Ms. Mitchell, seconded by Ms. NeMoyer, and unanimously carried.*

***Appointment of new Merit Board Member – Kathleen O’Hara***

Mr. Sexton noted that Merit Board committee member Linda Nenni was retiring, and the Board materials contained the resume of a proposed replacement, Ms. Kathleen O’Hara. Mr. Sexton noted Ms. O’Hara’s superb credentials to serve on the Roswell Park Merit Board. The Board discussed how professional conflicts among Merit Board members are handled and it was noted that members recuse themselves from voting where conflicts arise. After review, *a motion for approval of the new Merit Board member was made by Ms. NeMoyer, seconded by Ms. Dobmeier, and unanimously carried.*

***Appointment of new Corporate Secretary – Margot Schoenborn***

Mr. Sexton noted that Ms. Schoenborn, the incoming Chief Legal Officer, could serve as the new Corporate Secretary to Roswell Park with the Board’s approval. *A motion for appointment of the new Board Secretary, Ms. Schoenborn, was made by Ms. Mitchell, seconded by Ms. Eve, and unanimously carried.*

***Policy & Procedures Committee***  
Informational only.

**Nursing Report**  
Informational only.

**Clinical Operations Report**

Informational only.

**XII. 1<sup>ST</sup> QUARTER FINANCIALS**

Upon review of the first quarter financials contained in the Board materials, *a motion for approval of the 1<sup>st</sup> quarter financials was made by Ms. Gioia, seconded by Ms. NeMoyer, and unanimously carried.*

**XIII. 1<sup>ST</sup> QUARTER INVESTMENT ACTIVITY**

**Investment Activity Report**

After review, *a motion for approval of the 1<sup>st</sup> quarter investment activity was made by Mr. Wortham, seconded by Ms. Damiani, and unanimously carried.*

**XIV. MEDICAL STAFF CREDENTIALS & MINUTES**

Informational only.

**XV. ADJOURNMENT**

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

*Margot P. Schoenborn*

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Margot P. Schoenborn, Board Secretary