

**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, June 24, 2026, at 12:00 pm in the Gaylord Cary Conference Room and using Microsoft Teams.

Present: Leecia Eve, Esq., Chair
Lisa Damiani
Gregory Daniel, MD
Linda A. Dobmeier (via teams)
Donna Gioia
Brian Higgins
Candace S. Johnson, Ph.D., President & CEO
Gail Mitchell, Esq.
Tina Kim
Elyse NeMoyer
R. Buford Sears
Garnell W. Whitfield, Jr.
Lee Wortham

Excused:

Present by

Invitation: Edith Ballard, DHI, MHA, MBA VP Clinical Revenue Cycle
Elizabeth Bouchard, PhD, SVP & Associate Director for Community Outreach
and Engagement
Renier Brentjens, MD, PhD, Deputy Director, Chair of Dept of Medicine (via
teams)
Desi Carozza, MD, HEC-C
Gene Cullen, VP, Internal Audit
Annie Deck Miller, Director of Public Relations
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
Julia Faller, DO, MS, Chief Medical Officer
Ann Marie Gibney, Administrative Chief of Staff
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 Kennedy, SVP, Chief government Affairs Officer
Amy Kirkpatrick, Vice President & Deputy General Counsel
Shawn Kleitz, SVP & Chief Development Officer
Lindsay Lipinski, MD,
Kathy Mastrobattista, Exec Dir, Corp Compliance & Patient Privacy
R. Kevin Reynolds, VP Quality Initiatives and Chief Quality Officer

Elisa Rodriguez, PhD, VP, Associate Director for Institutional Leadership
Crystal Rodriguez-Dabney, SVP, Chief Employee Advocacy & Fairness
Officer
Adam Rosen, Chief Information Security Officer
Margot P. Schoenborn, Senior Vice President and Chief Legal Officer,
and Corporate Secretary
Bryan Sidorowicz, AV Consultant
Katherine P. Smith, SVP & Chief Marketing and Communications Officer
Wendi Strauss, Chief Nursing Officer
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 expressed her appreciation for everyone's participation and acknowledged the importance of the agenda items to be discussed.

SAFETY MESSAGE

Dr. Faller shared a patient safety message emphasizing the importance of cross-checking within the organization.

Ms. Eve read the land acknowledgement recognizing the Haudenosaunee Confederacy and the original caretakers of the land on which Roswell Park stands.

II. DRAFT MINUTES OF BOARD MEETINGS

Ms. Eve turned to the approval of the minutes of the Board meeting held on March 23, 2026.

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

III. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

Ms. Eve identified several contracts requiring Board approval. She noted that summaries of each were in the board 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.

- a. MRI Equipment for 199 Park Club Lane
- b. Illumina Next Generation Sequencing
- c. Noah Galaxy Equipment
- d. daVinci Robot Consumables (Sole Source)
- e. Medtronic Kyphoplasty Kits (Single Source)
- f. Medical Components Port Products (Single Source)
- g. Huron Consulting Services (Single Source)

After brief review of all contracts and no additional questions from the Board of Directors, a motion for approval of the contracts and capital expenditure projects was made by Ms. Damiani, seconded by Ms. NeMoyer, and unanimously carried.

IV. COMPLIANCE COMMITTEE UPDATE

Ms. Dobmeier, Chair of the Compliance Committee, asked Ms. Mastrobattista, Corporate Compliance Officer, to provide an update from the recent compliance meeting. The committee reviewed the first quarter work plan, including audit findings, privacy and security updates. The committee was briefed on a molecular test pricing issue that was identified and corrected and resulted in the finance department establishing a new pricing policy for tests and procedures.

V. QUALITY COMMITTEE UPDATE

Ms. Dobmeier asked Dr. Faller to provide an update on the recent Quality Committee meeting. Dr. Faller highlighted the older adult oncology program launching on July 24, 2026. She noted that there is an ongoing focus regarding medication reconciliation and goal-concordant care. New initiatives for FY2027 include hand hygiene, clinician coding and documentation improvement as well as internal committee realignment. The Quality Academy is launching in September 2026.

Ms. Eve introduced and welcomed Ms. Wendi Strauss as the interim Chief Nursing Officer. Ms. Strauss introduced herself and stated that her early impressions of Roswell Park include strong organizational culture and focus on performance metrics.

VI. AUDIT COMMITTEE UPDATE

Mr. Grady provided an update on behalf of Mr. Szeffel. The independent auditors' audit of Roswell Park's FY2026 financial statements resulted in a clean opinion with no material weaknesses identified. The continued focus is on revenue cycle improvements and optimized risk assessment processes.

VII. LEGAL COMMITTEE

Ms. Mitchell provided an update and directed the Board to the summary included in the Board materials at page 36. She reported that, at its most recent meeting, the Legal Committee received a presentation from Ms. Kirkpatrick on the Medical Aid in Dying Act (MAID) and related efforts to operationalize required processes. Ms. Mitchell also noted ongoing work related to the HRI separation process.

VIII. COMMUNITY, EMPLOYEE ADVOCACY & FAIRNESS COMMITTEE UPDATE

Ms. Mitchell provided update on the recent FAIR committee meeting and referred the Board to page 37 of the Board materials. The committee received presentations related to employee engagement and community outreach initiatives. There is focus on expanding outreach efforts, including participation in "Cruisin' for a Cure".

IX. IT BOARD COMMITTEE UPDATE

Ms. NeMoyer deferred to Mr. Hickman for a summary of the recent IT committee meeting. Mr. Hickman noted continued efforts to harden data center resiliency and cross-functional efforts to optimize business continuity and disaster recovery plans. He noted the transition of redundant systems and co-location infrastructure. Mr. Hickman noted the retirement of Mr. Visco after 20 years of service at Roswell Park.

X. CELL THERAPY

Dr. Betts provided a presentation on TCT Innovation: Creating Cures One Call at a Time. He reported significant advancements in Roswell Park's transplant and cellular therapy outcomes, with a 93% survival rate versus the national average of 62% survival. Dr. Betts discussed

expanded donor matching capabilities, resulting in improved patient access. He presented on increased CAR-T therapy volumes and multiple clinical trials underway. Dr. Betts noted progress on the launch of a CD83 CAR-T trial that aims for response in relapsed leukemia patients.

Dr. Brentjens expressed appreciation for Dr. Betts' contributions and recognized the efforts of the entire team.

Mr. Higgins asked about the emerging cancer detection blood based diagnostics. It was noted that there are opportunities and challenges in early detection and treatment monitoring.

Mr. Wortham moved that the Board enter into executive session pursuant to New York Public Officers Law pursuant to Section 105(1)(d) to take any questions regarding pending litigation and pursuant to Section 105(1)(f), to discuss confidential financial or business information concerning particular corporations or entities, including matters related to the Kaufman Hall engagement, Q4 financial matters, and other Institute reports where public discussion could disclose protected financial or business information. He noted that no formal vote to appropriate public funds will be taken in executive session. Mr. Wortham's motion was seconded by Ms. NeMoyer and unanimously carried.

XI. LEADERSHIP UPDATE

Institute Update

[REDACTED]

[REDACTED]

MAID Presentation

[REDACTED]

Kaufman Hall Engagement/Q4 Finances

[REDACTED]

Government Affairs

[REDACTED]

Litigation and Malpractice Reports

[REDACTED]

Mr. Wortham made a motion to return to Open Session, seconded by Mr. Sears, and unanimously approved.

The Board of Directors returned to Open Session.

Annual Review of Finance Charter

Ms. Schoenborn presented the Finance Committee's annual review of the Finance Charter for Board of Director's approval. She noted that no changes were recommended.

Ms. Schoenborn asked for a motion to approve the Finance Charter, which was made by Mr. Wortham, seconded by Ms. NeMoyer, and unanimously approved.

Amendment to RPCI Professional, General & Employee Benefit Liability Self-Insurance Agreement

Ms. Schoenborn explained the proposed amendments to the self-insurance, adding PhDs to the definition of medical practitioners and appointing herself and Mr. Grady as trustees.

Ms. Schoenborn asked for a motion to approve the Amendment to RPCI Professional, General & Employee Benefit Liability Self-Insurance agreement, which was made by Ms. Mitchell and seconded by Ms. Gioia and unanimously approved.

Oneida Withdrawal Resolution

Ms. Hineman presented a resolution authorizing management to execute documents for Roswell Park's exit from the Oneida joint venture radiation facility, detailing the process and legal compliance.

RESOLUTION OF THE BOARD OF DIRECTORS OF
ROSWELL PARK CANCER INSTITUTE CORPORATION,

AS A MEMBER OF
ONEIDA HEALTH ROSWELL PARK ONCOLOGY, LLC

The undersigned, being the secretary of the board of directors ("Board of Directors") of Roswell Park Cancer Institute Corporation (the "Corporation"), does hereby certify that the Board of Directors of the Corporation duly adopted the following resolutions:

WHEREAS, the Corporation is a member of Oneida Health Roswell Park Oncology, LLC (the "Company"), a New York limited liability company which owns and operates a diagnostic and treatment center licensed under Article 28 of the New York Public Health Law and located at 601 Seneca Street, Oneida, New York; and

WHEREAS, the Corporation and Oneida Health Systems, Inc. ("Oneida Health"), are the sole members of the Company, each owning a fifty percent (50%) membership interest in Company; and

WHEREAS, in accordance with the Company's Operating Agreement dated September 24, 2018 (the "Operating Agreement"), the Corporation wishes to, and the Board of Directors deems it is in the best interests of the Corporation to, voluntarily withdraw as a member of the Company;

WHEREAS, the Corporation's withdrawal from the Company will be effectuated through a withdrawal agreement, which will not be effective until at least ninety (90) days from the Company's notice of withdrawal to the New York State Department of Health, and amendments to the Company's Articles of Organization and Operating Agreement.

NOW, THEREFORE LET IT BE:

RESOLVED, that the Board of Directors deems it advisable, beneficial and in the best interest of the Corporation to withdraw as a member of the Company; and be it further

RESOLVED, that the President and Chief Executive Officer, Senior Vice President and Chief Legal Officer, Chief Financial Officer, and any other appropriate officers of the Corporation are each hereby authorized to negotiate and execute the Member's consent to withdrawal from the Company, the withdrawal agreement, amendments to Articles of Organization and Operating Agreement, and any related documents, and to take any and all further actions necessary or desirable to carry out the intent of this resolution.

RESOLVED, that any and all actions previously taken by the officers of the Corporation in connection with the negotiation, execution, delivery and performance of any of the transactions or agreements referenced herein, and contemplated by the foregoing resolutions, are hereby authorized, approved, ratified and confirmed by the Corporation in all respects; and be it further

RESOLVED, any and all actions previously taken by the officers of the Corporation in connection with the withdrawal, including the execution, delivery and performance of any agreements or

other documents, are hereby severally authorized, approved, ratified and confirmed by the Corporation in all respects; and be it further

RESOLVED, that these resolutions shall take effect immediately.

Ms. Hineman asked for a motion to adopt the Oneida Withdrawal Resolution, which was made by Ms. NeMoyer, seconded by Mr. Sears, and unanimously carried.

4th Quarter Financial Statements

Mr. Grady asked for a motion to approve the 4th Quarter Financial Statements, which was made by Mr. Wortham, seconded by Ms. NeMoyer and unanimously approved.

Procurement Thresholds

Mr. Grady outlined recommended changes to procurement and financial approval thresholds, including increases for board and committee approvals and addressed a correction in the procurement guidelines. It was noted that there was a typographical error on page 89 of the Procurement Guidelines that should reflect \$4M, not \$5M.

**RESOLUTION OF THE BOARD OF DIRECTORS OF ROSWELL PARK CANCER
INSTITUTE CORPORATION**

A meeting of the Board of Directors of Roswell Park Cancer Institute Corporation (the "Board of Directors") was convened on June 24, 2026.

The following resolution was duly offered and seconded to wit:

**RESOLUTION OF THE BOARD OF DIRECTORS OF ROSWELL PARK CANCER
INSTITUTE CORPORATION APPROVING INCREASES TO CERTAIN FINANCIAL
AND PROCUREMENT THRESHOLDS**

WHEREAS, the Board of Directors has oversight responsibility for the Corporation's financial and procurement governance, including approval and sourcing thresholds applicable to expenditures and procurements;

WHEREAS, Management has reviewed the current threshold requiring Board of Directors approval for single and sole source and exigency procurements in excess of \$500,000 and has determined that increasing that threshold to \$1,000,000 would promote procurement efficiency while maintaining appropriate Board oversight;

WHEREAS, Management has reviewed the current threshold requiring Finance Committee approval for operating expenses in excess of \$2,000,000 and has determined that increasing that threshold to \$3,000,000 and increasing the capital expense threshold from \$1,000,000 to \$2,000,000 would promote administrative efficiency while maintaining appropriate oversight;

WHEREAS, Management has reviewed the current threshold requiring Board of Directors approval for any expenditure exceeding \$3,000,000 and has determined that increasing that threshold to \$4,000,000 would further align approval authority with operational needs while preserving Board oversight for higher-value expenditures;

WHEREAS, Management has reviewed the current threshold requiring issuance of a Request for Proposal for procurements exceeding \$25,000 and has determined that increasing that threshold to \$50,000 would enhance administrative efficiency while maintaining prudent procurement controls;

WHEREAS, Management has recommended that (i) the approval threshold for Board of Directors approval of single and sole source and exigency procurements be increased from \$500,000 to \$1,000,000, (ii) the threshold requiring issuance of a Request for Proposal for spends exceeding \$25,000 be increased to \$50,000, (iii) the approval threshold for Finance Committee approval of operating expenses be increased from \$2,000,000 to \$3,000,000 and capital expenses be increased from \$1,000,000 to \$2,000,000; and (iv) the approval threshold for Board of Directors approval of any expenditure be increased from \$3,000,000 to \$4,000,000, subject in each case to continued compliance with applicable financial and procurement policies and reporting requirements;

NOW, THEREFORE, BE IT RESOLVED THAT:

RESOLVED that the Board of Directors approves an increase in the threshold requiring Board of Directors approval for single and sole source and exigency procurements from \$500,000 to \$1,000,000.

RESOLVED, that the Board a of Directors approves an increase in the threshold requiring issuance of a Request for Proposal for spends exceeding \$25,000 to \$50,000.

RESOLVED, that the Board of Directors approves an increase in Finance Committee approval authority for operating expenses from \$2,000,000 to \$3,000,000.

RESOLVED, that the Board of Directors approves an increase in Finance Committee approval authority for capital expenses from \$1,000,000 to \$2,000,000.

RESOLVED, that the Board of Directors approves an increase in the threshold requiring Board of Directors approval for any expenditure from \$3,000,000 to \$4,000,000.

RESOLVED that these thresholds shall apply to operating expenses, other expenditures, single and sole source procurements, and Request for Proposal requirements, as applicable, and to amendments, extensions, renewals, or other related actions that cause the cumulative value of the applicable expenditure, procurement or sourcing action to exceed the applicable threshold.

RESOLVED that the Officers of the Corporation are authorized and directed to update applicable financial and procurement policies, procedures, approval matrices, and sourcing requirements as necessary to implement this Resolution.

RESOLVED that Management shall continue to provide periodic reporting to the Finance Committee and Board regarding expenditures and procurements approved under these thresholds.

BE IT FURTHER RESOLVED that this Resolution shall take effect immediately upon adoption.

Mr. Grady requested the adoption of the Procurement Threshold Resolution and revised procurement guidelines to allow for increased thresholds, which was moved by Mr. Wortham, seconded by Ms. Mitchell, and unanimously approved.

The Board of Directors then turned to a recommendation of the Finance Committee to approve the FY26 Audited Financials, FY26 Q4 Investment Report, and FY26 NYS Annual Report.

Ms. Eve asked for a motion to approve the FY26 Audited Financials, FY26 Q4 Investment Report and the FY26 NYS Annual Report, which was made by Ms. NeMoyer, seconded by Mr. Sears and unanimously approved.

The Board was referred to the informational materials included in the Board book regarding the following items:

Medical Staff Credentials & Minutes

Informational only.

Clinical Operations Report

Informational only.

Policy & Procedures Report

Informational only.

XII. ADJOURNMENT

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

The next meeting is scheduled for September 23, 2026.

Margot P. Schoenborn

Margot P. Schoenborn, Esq. Secretary