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 25, 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 – via Teams
Linda A. Dobmeier
Donna Gioia
Candace S. Johnson, Ph.D., President & CEO
Gail Mitchell, Esq.
Tina Kim – via Teams
Elyse NeMoyer
R. Buford Sears – via Teams
Garnell W. Whitfield, Jr.

Excused: Lee Wortham

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
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
Cindy Eller, Chief Development Officer
Julia Faller, DO, MS, Chief Medical Officer
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
Amy Kirkpatrick, Vice President & Deputy General Counsel
Shawn Kleitz, SVP & Chief Development Officer
R. Kevin Reynolds, VP Quality Initiatives and Chief Quality Officer
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, Senior Vice President and Chief Legal Officer,

and Corporate Secretary
Bryan Sidorowicz, AV Consultant
Katherine P Smith, SVP & Chief Marketing and Communications Officer
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

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 Haudenosaunee Confederacy and the original caretakers of the land on which Roswell Park stands. The Chair welcomed members of the public and acknowledged leadership transitions, including the departure of a long-serving development leader and the arrival of new senior leaders in development, marketing, revenue cycle, and quality. The Board emphasized that quality remains the institution's highest priority and reaffirmed Roswell Park's commitment to becoming a high-performing organization, with at least 20% of board meeting time dedicated to quality-related matters.

II. SAFETY MESSAGE

Dr. Faller then shared a patient safety case was presented involving incorrect tubing used during an epidural placement due to supply backorders. The issue was identified early by a frontline nurse who raised concerns, allowing for immediate correction and preventing patient harm. Leadership highlighted this as an example of a strong safety culture that empowers staff to speak up.

III. DRAFT MINUTES OF BOARD MEETINGS

Ms. Eve turned to the approval of the minutes of the special Board meeting held on March 2, 2026, and the quarterly Board meeting held December 17, 2025.

After review, ***a motion for approval of both sets of minutes was made by Ms. Damiani 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.

cGMP Equipment (Single & Sole Source)
Insurance Premium Renewals
Agilent Reagents (Sole Source)
Nephrology Expanded Offerings
CCC Roof Replacement
Patient Transport
CARAegis

After brief review of all contracts, a motion for approval of the contracts/capital expenditure projects was approved by Ms. NeMoyer and seconded by Ms. Dobmeier and unanimously carried

Sole/Single Source

Aliya Ablation System (Sole Source)
Psychiatry Services (Single/Sole Source)
Anesthesiology Locum (Single Source)

After review, *a motion for approval of the sole/single source procurements was made by Ms. Mitchell, seconded by Ms. Dobmeier, and unanimously carried.*

V. Annual Compliance/Governance Training

Ms. Schoenborn and Ms. Mastrobattista gave a presentation on Governance Training. A high-level compliance briefing covered key healthcare regulatory frameworks, including the Stark Law, Anti-Kickback Statute, Beneficiary Inducement Rules, and Federal and New York State False Claims Acts. Recent enforcement actions involving other health systems were discussed to underscore compliance risks related to documentation and physician financial arrangements. The presenters emphasized Roswell Park's proactive compliance, auditing, and self-disclosure practices.

Ms. Gioia made a motion to move the meeting to Executive Session for the purposes of receiving presentations on cybersecurity compliance matters, committee reports, the CEO's report, quality report and updates on payer negotiations which was seconded by Ms. Dobmeier and unanimously carried.

VI. [redacted]

VII. Committee Updates

[redacted]

FAIR Committees

[redacted]

Business Development

[redacted]

Quality Committee

[redacted]

Compliance Committee

[redacted]

IT Committee

[redacted]

VIII. <u>LEADERSHIP REPORTS</u>

<u>Institute Update</u>

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

Quality Report

[redacted]

Payer Update

[redacted]

[redacted]

<u>Nursing Report</u>
Informational Only

<u>Clinical Operations Report</u>
Informational Only

<u>Government Relations Report</u>
Informational Only

<u>Litigation/Institute Operations Report</u>

Informational Only

Policy & Procedures Committee Report
Informational only.

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

Finance

3rd Quarter Financial Statements

- Mr. Grady presented the third quarter financial statements, discussed the FY2027 budget, and outlined ongoing financial challenges and strategies, including the pursuit of external expertise to support improvement initiatives, with input from Candace and the Finance Committee.
    - **Third Quarter Financial Results:** Ryan highlighted the nine-month summary income statement, reporting a net income loss of -5.9% (a $64.5 million loss) and an adjusted operating EBITDA of 0.6%, noting the challenging financial year and the organization's efforts to maintain forward momentum.
    - **FY2027 Budget Overview:** The FY2027 budget, as presented by Mr. Grady, projects a 1% operating EBITDA and a bottom line loss of 3.4% (or $55.7 million), with a multi-year improvement plan in place and full vetting by the Finance Committee.
    - **External Expertise for Improvement:** Mr. Grady explained that, with agreement from Dr. Johnson and the Finance Committee, the organization is seeking outside help through an RFP process to bring in a firm with expertise across mission and administrative areas, aiming to unlock additional opportunities and provide routine reports to the committee over the summer and fall.
    - **Industry Context and Peer Comparison:** Mr. Grady spoke on the financial challenges faced are consistent with those of other local and regional health systems, emphasizing that the organization is not an outlier and faces similar federal pressures.

Mr. Grady asked for a motion to approve the Third Quarter Financial Statements, FY2027 Budget, Section 203 Budget and 3rd Quarter Investment Report, which was made by Ms. Damiani and seconded by Ms. Gioia and unanimously approved.

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

- Ms. Kirkpatrick explained and sought approval for two amendments to the Roswell Park Cancer Institute Professional General and Employee Benefit Liability Self Insurance Agreement, which were subsequently approved by the board.
    - **Expansion of Practitioner Definition:** Ms. Kirkpatrick described the first amendment, which expands the definition of 'Roswell Park medical practitioner' to include PhDs in the lab and pathology department who perform advanced analyses and issue reports, ensuring their coverage under the trust for professional liability.

- **Update of Trustee Appointments:** The second amendment updates the list of trustees for the self-insurance trust agreement, adding Mr. Grady and Ms. Schoenborn as successor co-trustees following the retirements of Greg McDonald and Mike Sexton.

Ms. Eve moved to approve the proposed amendments which was seconded by Ms. Dobmeier and unanimously approved.

Governance

- Ms. Hineman presented two bylaw amendments which were approved by the Governance Committee, including changes to the Quality Board Committee meeting frequency and the addition of the IT Committee description, both of which were approved by the board.
    - **Quality Board Committee Meeting Frequency:** Ms. Hineman explained that the first bylaw amendment changes the Quality Board Committee's meeting frequency from bimonthly to quarterly, with the option for the chair or a majority of committee members to increase meeting frequency as needed, based on staff resources and material volume.

Ms. Eve moved to approve the proposed amendments, which was seconded by Ms. Dobmeier and unanimously approved.

Medical Staff Credentials

Informational Only.

XI. ADJOURNMENT

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

Next meeting is scheduled for June 24, 2026.

Margot P. Schoenborn

Margot P. Schoenborn, Secretary