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 25, 2025, at 12:00 pm in the Gaylord Cary Conference Room and using Microsoft Teams.

Present:
Leecia Eve, Esq., Chair
Lisa Damiani
Linda A. Dobmeier *(Teams)*
Donna Gioia
Candace S. Johnson, Ph.D., President & CEO
Gail Mitchell, Esq. *(Teams)*
Tina Kim *(Teams)*
Elyse NeMoyer
R. Buford Sears
Lee Wortham

Excused:
Anne Gioia
Garnell W. Whitfield, Jr.
Gregory Daniel, MD

Present by Invitation:
Brian Betts, MD Vice Chair, Strategic Initiatives
Renier Brentjens, MD, PhD, Deputy Director, Chair of Dept of Medicine
Chris Choi, PhD– SVP, Industry Partnerships & Tech Director, cGMP Facility
Gene Cullen, VP, Internal Audit
Laurel DiBrog, SVP/Chief Marketing Officer
David Donovan, VP, Office of Transformation Management
Betsy Doty-Lampson, Board Administrator
Ross Eckert, Foundation Board Chair
Cindy Eller, Chief Development Officer
Julia Faller, DO, MS, Chief Medical Officer
Ryan Grady, Chief Financial Officer
Shernan Holtan, MD Chief, Blood & Marrow Transplant Section
Dale Harvey, Managing Consultant, Strategic Consulting Press Ganey
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

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 Onondaga, known as the Seneca Nation as the original caretakers of the land on which Roswell Park Comprehensive Cancer Center is located. Ms. Eve also introduced Ms. Tina Kim, Deputy Commissioner of the New York State Department of Health, who will be the designee of the Commissioner of Health to Roswell Park's Board of Directors. Ms. Kim expressed her eagerness to work closely with the Board and contribute to the organization's mission. Ms. Eve also acknowledged that the 30th Anniversary ride of the Ride for Roswell would be taking place in two days, and noted how the event has grown and become a major event in Western New York.

Dr. Faller shared a safety message with the Board, as called for in Roswell Park's High Reliability Organization program. Her message referenced a nurse who made an error while administering chemotherapy, and who immediately reported the error even though the patient sustained no harm. Dr. Faller emphasizing the importance of cross-checking and the cultural shift towards acknowledging mistakes.

II. DRAFT MINUTES OF BOARD MEETINGS

Ms. Eve turned to the approval of the minutes of the Board meeting held on March 26, 2024. After review, ***a motion for approval was made by Ms. NeMoyer, seconded by Mr. Wortham, and unanimously carried.***

III. CONTRACTS/CAPITAL EXPENDITURE PROJECTS

Ms. Eve identified a number of contract procurements that have been fully vetted at the Finance Committee meeting held June 18, 2025 and recommended by that Committee to the Board for approval. She noted that summaries of each were in the Directors Desk materials for this meeting. These contracts were presented to this meeting on a consent agenda basis, and Ms. Eve asked the executive sponsor of each to comment briefly on the contracts. At that point after comments from the executive identified, the following motions were approved:

Varian Linac Support Renewal (Single Source, Mr. Hickman): ***A motion for approval was made by Ms. Gioia, seconded by Ms. NeMoyer and unanimously carried.***

Specifica DFCC Phage Licenses (Dr. Brentjens): ***A motion for approval was made by Mr. Wortham, seconded by Ms. NeMoyer and unanimously carried.***

Park Club Lane Campus (Mr. Tear): ***A motion for approval was made by Mr. Wortham, seconded by Ms. NeMoyer and unanimously carried.***

Altera Renewal (Single Source, Mr. Hickman): ***A motion for approval was made by Mr. Wortham, seconded by Ms. NeMoyer and unanimously carried.***

IV. Press Ganey

Ms. Dale Harvey, Managing Consultant from Press Ganey, presented on the progress of Roswell Park's journey to becoming a high reliability organization, emphasizing the importance of safety and reliability metrics. Ms. Harvey explained that the serious safety event rate is an internal measure of preventable harm, not reported outside the organization. The goal is to achieve an 80% reduction in preventable harm over time. Ms. Harvey highlighted the importance of adopting high reliability universal skills, such as cross-checking and team communication, to improve human performance and reduce errors. The goal is to have 60-70% of staff using these skills regularly. She presented a safety dashboard and compared recent Roswell Park statistics to historical numbers, noting that in the first couple of years of an HRO program, incident reporting will go up as staff become more comfortable with reporting errors and issues. The numbers will ultimately show significant reduction in safety events over time.

Ms. Harvey emphasized the need for senior leaders to own the high reliability journey and for the organization to embed a just culture that supports safety and reliability. Leadership continuous engagement, allocation of resources, meaningful staff engagement, training and sustaining focus are critical factors for long term success of an HRO project. Mr. Wortham asked what the greatest risk was to the success of the project, and Ms. Harvey responded that senior leadership failing to sustain its engagement and ownership, and groups of staff opting out, were generally the greatest risks to HRO projects succeeding.

V. AUDIT COMMITTEE UPDATE

Mr. Cullen gave a status report on the current year audit plan, projects, and the successful conclusion of the diagnostic radiology audit.

VI. TECHNOLOGY TRANSFER UPDATE

Ms. NeMoyer presented the proposal to add Terry Bourgeois as a new Community member to the Technology Transfer Committee. She noted that there was a summary in the Board Material for additional activities going on with Technology Transfer, including discussion of new requests for funding from the Technology Transfer Development Fund.

After review, ***a motion for approval to have Mr. Bourgeois added as a Community Member to the Technology Transfer Committee was made by Mr. Sears, seconded by Mr. Wortham, and unanimously carried.***

At that point Ms. Eve extended condolences of the Board to Ms. NeMoyer on the passing of her husband, Honorable Patrick NeMoyer. Ms. NeMoyer thanked the Board and Roswell staff for their support.

VII. IT COMMITTEE UPDATE

Ms. NeMoyer gave an Information Technology Committee update, noting that a newly developed five-year IT Strategic Plan document was included in the Board materials. Ms. Eve reminded the Board of recent tensions in the Middle East, which have triggered serious concerns over potential retaliatory hacking attacks by Iran against U.S. facilities including hospital systems. She also suggested that there be consideration of possible shuffling of priorities to accentuate IT security going forward.

VIII. GOVERNANCE UPDATE

Ms. Gioia commenced the Governance Committee report by praising Ms. Hineman for her excellent work in revising bylaw amendment documents and presenting these revisions at the Governance Meeting. She then ceded the floor to Ms. Hineman to explain the changes in detail. Ms. Hineman explained changes to the Governance Committee Charter, establishment of a Board-level Quality Committee, drafting of a Quality Committee Charter, and expansion of the scope of the Audit Committee in its Charter. She presented PBC ByLaw amendments covering these matters.

After review, ***a motion for approval of the above named Charters and Bylaw Amendments was made by Ms. Eve and seconded by Mr. Wortham and unanimously approved.***

A motion to move into Executive Session for the purposes of receiving the CEO update on business operations, strategic projects and priorities, a litigation report, a report on a potential real estate acquisition, quality and clinical issues and an update on the proposed debt issuance, was made by Mr. Wortham and seconded by Ms. Damiani and unanimously approved.

IX. LEADERSHIP REPORT

Institute Update

Dr. Johnson gave an update on the Institute Updates, beginning by asking Ms. Rodriguez-Dabney to comment on activities of the Community, Employee Advocacy & Fairness Committee. She is working with committee members on a blueprint for the Committee's goals going forward. Dr. Johnson then commented on Federal matters [redacted]

Dr. Johnson discussed planning efforts to respond to continuing pressures on research funding, and efforts to expand Roswell Park's clinical footprint to central New York State. Ms. Gioia inquired as to recent efforts to recruit physicians. Dr. Johnson responded that this was a number one priority for her, Dr. Wong and Dr. Brentjens. [redacted]

GMP Facility

Christoper Choi, Ph.D., Senior Vice President Industry Partnerships and Facility Director cGMP Facility, gave an update on the cell production facility. [redacted]

Dr. Choi discussed the financial performance of the program to date, and Mr. Wortham asked if the financials include all costs, including internal support provided by Roswell support functions. Dr. Choi said those costs are included.

Project Reviews

Ms. Eve stated that the Board would be considering three procurements or projects; the five year renewal of the Altera EMR platform support agreement, the Buffalo Sabres' sponsorship renewal, and a possible real estate purchase.

[redacted]

The three procurements and projects were discussed in detail. Motions to approve were delayed until open session.

Litigation/Institute Operations Report

[redacted]

[redacted]

Mr. Sexton presented the annual review of the Finance Committee Charter and noted there were no changes.

A motion to approve the Finance Charter was made by Mr. Wortham and seconded by Mr. Sears and was unanimously approved.

Mr. Sexton then presented a contract signature resolution authorizing certain officers to execute contracts on behalf of the organization. ***On motion duly made by Ms. NeMoyer and seconded by Ms. Eve, the following resolution was unanimously carried effective June 25, 2025:***

> **RESOLVED,** that the following officer titles, and the incumbents from time to time occupying such titles, are hereby authorized to execute contracts and other binding instruments and documents on behalf of the Corporation:

- President and Chief Executive Officer
- Deputy Director
- Physician in Chief
- Chief Financial Officer
- Senior Vice President and Chief Legal Officer
- Senior Vice President and Chief of Hospital and Network Operations
- Chief Medical Officer
- Senior Vice President, Cancer Education and Training (academic affiliation agreements)
- Vice President, Payer Relations (single patient reimbursement agreements <$50,000)

<u>Policy & Procedures Committee</u>

Informational Only

<u>Quality Update</u>

At Dr. Faller's request, Dr. Holtan gave an update on the Roswell Park Transplant and Cell Therapy Program Overview. Roswell Park's one-year survival rate for bone marrow transplant patients is now 97% and is the highest in the nation. She reviewed the harm-reduction program in TCT treatment and the enhanced patient experience program in cell therapy, which has exceeded expectations. Length of stay for these patients has been cut in half, which is a great benefit for the patients, makes the payors happy, and creates capacity for more patients. She also reviewed plans for the future and advised the Board that Roswell Park will be hosting a national radiation injury symposium next year. Dr. Holtan's presentation was extremely well received by the Board.

Ms. Eve highlighted the comprehensive Quality Report and was very enthusiastic about it.

Clinical Operations Report

Mr. Tear stated that progress on care optimization efforts continues and is showing positive results. His report was in the meeting materials.

Government Relations Report

Mr. Kennedy made brief comments and his report was in the meeting materials.

Debt Issuance

[redacted]

Mr. Grady presented the updated Bond resolution with project authorizations. It was delayed to open session for approval.

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

In open session, the following Resolution was motioned for approval by Mr. Wortham and seconded by Ms. NeMoyer and unanimously approved:

RESOLUTION OF THE BOARD OF DIRECTORS OF ROSWELL PARK CANCER INSTITUTE CORPORATION REGARDING THE SERIES 2025 FINANCING

WHEREAS, the executive leadership team of Roswell Park Cancer Institute Corporation (the "Corporation") has recommended the borrowing by the Corporation of the proceeds of one or more taxable or tax-exempt obligations to be issued by the Dormitory Authority of the State of New York or directly by the Corporation, in an aggregate amount not to exceed $200,000,000, plus cost of issuance, discount and premium, if any, for the purpose of financing, or reimbursing the Corporation for, capital expenditures of the Corporation or its affiliates, and general corporate purposes, including the purchase by the Corporation of land and facilities located at 73-85 High Street, the demolition of such facilities, and the construction of a parking lot (the "Parking Lot Project" and together with the remainder of the financing, the "Financing").

NOW, THEREFORE, BE IT RESOLVED BY THIS BOARD OF DIRECTORS OF ROSWELL PARK CANCER INSTITUTE CORPORATION AS FOLLOWS:

Section 1. The Financing is approved by the Corporation.

Section 2. The President & Chief Executive Officer, Chief Financial Officer, and Chief Legal Officer be, and they are, and each of them acting singly hereby is, authorized to approve the definitive terms of the Financing, including without limitation the refunding of any existing indebtedness of the Corporation or any of its affiliates, the terms of issuance of one or more series of bonds, the interest rates, credit enhancement, bond insurance, liquidity support, and security of such bonds, including whether to secure all or any part the Financing by some or all of the assets of the Corporation, under a master indenture of trust, and amendment of the terms of any existing indebtedness of the Corporation or any of its affiliates.

Section 3. The President & Chief Executive Officer, Chief Financial Officer, Chief Legal Officer of the Corporation (collectively, the "Authorized Officers" and each an "Authorized Officer") be, and they are, and each of them acting singly hereby is, authorized in the name of and on behalf of the Corporation to execute and deliver one or more applications, term sheets, commitment letters, loan agreements, lease agreements, security agreements, mortgages, assignments of leases, assignments of rents, account control agreements, master indentures of trust, supplemental master indentures, notes, obligations, guaranties, bond purchase agreements, refunding trust agreements, reimbursement agreements, continuing disclosure agreements, continuing covenants agreements, swap or other derivative agreements, amendments to existing documents or instruments, and any other documents or instruments that may be advisable, convenient, or necessary to carry out the Financing, all in such form as the Authorized Officer or Officers shall determine to be advisable, and the execution thereof by such Authorized Officer or Officers shall be conclusive as to such determination and as to authorization under this resolution.

Section 4. In connection with any official statement or offering memorandum to be issued in connection with the offering of bonds for sale (the "Official Statement"), the Authorized Officers be, and they are, and each of them acting singly hereby is, authorized in the name and on behalf of the Corporation to deliver to the Issuer or otherwise an "Appendix A" to the Official Statement, containing information regarding the Corporation and the Financing.

Section 5. The Authorized Officers be, and they are, and each of them acting singly is authorized to expend up to $30,000,000 from the Corporation's general funds to finance the Parking Lot Project, in anticipation of reimbursement from the Financing. This resolution constitutes a declaration of official intent of the Corporation to reimburse expenditures for which reimbursement is permissible under and in accordance with Section 1.150-2 of the Treasury Regulations.

Section 6. That the Authorized Officers be, and they are, and each of them acting singly hereby is, authorized to take such further action or to cause such further action to be taken as may be necessary or appropriate to carry out the transactions contemplated by this resolution and, in the name and on behalf of the Corporation, to affix the corporate seal to any and all documents or instruments authorized by this resolution and to attest thereto.

Ms. Eve then called for approval motions with respect to the Altera renewal, the Buffalo Sabres renewal and the proposed real estate purchase project.

Mr. Sears made a motion to approve the five-year renewal of the Altera platform support agreement, which was seconded by Ms. NeMoyer and unanimously approved.

Mr. Sexton identified that on the Buffalo Sabres renewals, three agreements are involved: A sponsorship/advertising agreement with a minimum expenditure of $1.722M and a maximum of $1.922M; an associated suite license agreement for total $678,000 and a media buy agreement for $400,000, total for two years. A ***motion was made for approval of all three agreements and associated spend was made by Ms. NeMoyer, which was seconded***

by Ms. Gioia, and approved by a majority vote, with Ms. Damiani voting against the renewal of these agreements.

Ms. Eve stated that a full discussion was had on the proposal for a purchase of real estate [redacted] for a purchase price of $10.7M plus infrastructure work totaling $1.3M. ***Mr. Wortham made a motion to approve an expenditure of $12M for the acquisition of real estate [redacted] plus infrastructural work, which was seconded by Ms. Damiani and unanimously approved.***

<u>Nursing Report</u>

The Nursing report was in the meeting materials.

<u>4th Quarter Financial Statements</u>

Mr. Grady reviewed the 4th Quarter Financial Statements

A motion to approve the 4th Quarter Financial Statements was made by Mr. Wortham and seconded by Ms. Donna Gioia and unanimously approved.

<u>Audited Financials</u>

Mr. Grady indicated that the Audited Financials were in the meeting materials and asked if there were any questions.

A motion to approve the Audited Financials was made by Mr. Sears and seconded by Ms. Damiani and unanimously approved.

<u>4th Quarter Investment Report</u>

Mr. Grady indicated that the Investment Report was in the packet and asked if there were any questions.

A motion to approve the Investment Report was made by Ms. NeMoyer and seconded by Ms. Damiani and unanimously approved.

<u>NYS Annual Report</u>

Mr. Grady indicated that annual report that will be submitted to NYS was in the meeting materials and asked if there were any questions.

A motion to approve the NYS Annual Report was made by Mr. Sears and seconded by Ms. Damiani and unanimously approved.

<u>Medical Staff Credentials & Minutes</u>

The material was in the packet and Ms. Kirkpatrick indicated that they are reviewed and approved and thanked the Board Members who helped review and approve the committee minutes.

Mr. Wortham then made a motion to moved into Executive Session to review the Compensation Committee Report with Board Members only, which was seconded by Ms. NeMoyer and unanimously carried.

In executive session the Board reviewed the achievement of strategic individual and organizational goals by the executive management team. [redacted]

[redacted]

XI. ADJOURNMENT

Upon return to open session, ***there being no further business, a motion was made for adjournment by Mr. Wortham seconded by Mr. Sears and was unanimously carried.***

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Margot Schoenborn, Secretary