

ROSWELL PARK CANCER INSTITUTE CORPORATION
BOARD OF DIRECTORS
CONFLICT OF INTEREST POLICY

Roswell Park Cancer Institute (“Roswell Park”) must attract and retain highly qualified individuals to serve as Directors, with the education, experience and judgment necessary to provide effective leadership and guidance. These individuals may, from time to time, have interests in or relationships with other business entities, institutions and community organizations which may have or seek to have business relationships with Roswell Park. Roswell Park has determined that it is not in its best interest to adopt an absolute ban on those relationships that may be beneficial, to the Institute, in those circumstances in which the Institute can be protected by full disclosure of potential and emerging conflicts and by procedures designed to prevent any Director from directly or indirectly soliciting management employees for business or otherwise exerting inappropriate personal influence in addressing the matter in which he or she is interested.

The purpose of this policy is to inform members of the Board of their principal legal obligations to Roswell Park and to provide a method for identification, disclosure and resolution of potential conflicts of interest, as well as to further the general interest of Roswell Park in obtaining the best products and services on the most favorable terms. This policy applies to each individual accepting an appointment to the Board of Directors of Roswell Park, and also applies equally to non-directors who serve as non-director community members on any Committee of Roswell Park’s Board on which non-director community members are permitted under the corporation’s bylaws.

§1. Conflict of Interest.

A Director of Roswell Park shall be considered to have a Conflict of Interest with respect to:

A. Any actual or proposed contract, relationship or transaction between Roswell Park and any of the following:

1. The Director or a member of his or her immediate family;
2. Any corporation, association, trust, sole proprietorship, partnership or limited liability company, or other business in which the Director or members of his or her immediate family, individually or in the aggregate, directly or indirectly, own stock or other equity representing more than 5% of the outstanding ownership interests, or having a value in excess of \$50,000 (excluding shares having a value under \$250,000 of publicly traded companies, and shares of publicly traded securities held by mutual funds shares of which are owned by the Director);
3. Any corporation, partnership, limited liability company, unincorporated association, proprietorship, trust or other entity, public or private and for-profit or nonprofit, which employs the Director, directly or indirectly, or in which the Director or a member of his or her immediate family is a director, trustee or officer or holds any position, as an employee or otherwise;

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4. Any individual, corporation, partnership, limited liability company, unincorporated association, proprietorship, trust or other entity which is indebted to a Director or to a member of his or her immediate family, individually or in the aggregate, by contract, note, bond or in any other form (excluding depository or custodian account relationships), in an amount in excess of \$100,000;

5. Any person or other entity with respect to which the Director stands in a relationship of professional confidence and responsibility.

6. Any other transaction deemed to constitute a conflict of interest under applicable law.

B. For purposes hereof, “**immediate family**” means an individual’s spouse, parent, children and their respective spouses, grandchildren, and any other individual who has been a member of the Director’s household, sharing the Director’s residence, for a period of time exceeding thirty (30) days within the twelve (12) month period preceding the date of the Board of Directors meeting at which the contract or transaction at issue is reviewed.

It is the policy of the Board that Directors avoid situations giving rise to an actual conflict of interest and situations providing a reasonable basis for a perceived conflict of interest. It is also the policy of the Board of Directors that no member of the Board shall be permitted to invest, directly or indirectly, including contributions of cash, tangible or intangible property, or services, and also loans, guaranties, or other forbearances or matters or things of value, in a corporation or other business entity established as a “startup” for the purpose of commercializing Roswell Park technology or intellectual property. The foregoing does not apply to any investment that had been prior to, or was in place as of, June 19, 2019, provided, however, that any Director who has such an investment as of June 20, 2019 shall make written disclosure of such investment to the Governance Committee of the Board not later than December 31, 2019.

§2. Duty of Loyalty.

In fulfilling director functions, each Director must at all times act in a manner he or she believes in good faith to be in furtherance of the mission and purposes of Roswell Park and in its best interest, and must not use his or her position, or non-public knowledge acquired in carrying out his or her duties, for personal gain or as a representative of other interests, public or private. Transactions, relationships or contracts approved as provided in §4 of this policy shall not be considered to be violations of a Director’s duty of loyalty, and shall not require subsequent approval or re-approval absent a change in the substantive financial terms thereof.

§3 No Solicitation by Directors.

This policy prohibits Board members from any form of direct or indirect solicitation of management employees of the Corporation relating to business opportunities for businesses in which the Director or his or her family has an interest as contemplated by this policy. Solicitation by other participants, employees or owners of such businesses is also prohibited, unless part of a generalized marketing or advertising campaign. Solicitation shall include requests, overtures, marketing, or any other expression of interest, pressure or influence seeking business from any management employee.

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§4. Disclosure.

The goal of this policy is to promote open disclosure and discussion of potential conflicts of interest. Identification of a conflict does not per se preclude Roswell Park from pursuing the subject transaction or relationship. Rather, disclosure must activate discussion and review by the Board as to whether the proposed course of action is appropriate. Any Conflict of Interest on the part of a Director shall be disclosed promptly to the Board of Directors and made a matter of record. Disclosure shall be effected by notice to either Roswell Park's Board Chairman, or the Governance Committee Chair.

Any time a contract or relationship involving a Conflict of Interest on the part of a Director is before the Board of Directors, the disclosures of the Director involved shall be made a matter of record in the official minutes of the Board. The following procedure shall be employed to implement this policy:

§4.1. On an annual basis, on or before April 30th of each calendar year, each Director shall complete a Conflict of Interest Disclosure in the form attached to this policy as Schedule A. This form shall be submitted to the chair of the Governance Committee. Any Director who reasonably believes he or she may have a Conflict of Interest must disclose the existence of and the material facts of the nature of his or her interest to the Board of Directors on this form. Such disclosure shall include any relevant and material facts known to such Director about the transaction or interest, and all facts relating to the reason that such Director might have such conflict. In addition to the annual filing of this form, each Director must complete and file this form during the year should a conflict or possible conflict arise or be discovered during a fiscal year.

§4.2 Upon receipt of a Conflict of interest Disclosure identifying actual or potential conflicts, the Chair of the Governance Committee shall promptly convene a meeting of that Committee for the purpose of reviewing the facts and circumstances involved. After such review as is necessary, the Committee shall evaluate the appropriate responses and prepare a written recommendation to the Board of Directors. The Chair of the Governance Committee shall transmit such recommendation to the Board Chairman. The Board Chairman shall determine in his or her discretion whether the matter requires that a special board meeting be convened, or whether the matter can be reviewed and resolved at the next regularly scheduled board meeting.

§4.3 If a Director discloses that he or she has a Conflict of Interest, the Board may authorize such transaction under discussion by the vote of seventy-five (75%) percent of the entire Board, without counting the vote or votes of the Director who is the subject of the potential conflict. Time sensitive matters requiring immediate action, may be acted upon pending subsequent approval by the Board, upon written approval of the Chairman of the Board of Directors (or, where the Chairman has a Conflict of Interest, the written approval of the Chairs of both the Finance Committee and the Governance Committee), provided such transaction, relationship or contract is expressly contingent upon attainment of such Board approval as soon as possible thereafter.

§4.4 The Director who is the subject of a potential conflict, shall not vote on, nor use his or her personal influence on, nor participate in the discussions or deliberations with respect to such contract or other transaction. Such Director may present factual information or respond to questions as may be required by the remainder of the Board. Such Director shall withdraw from the meeting until the discussion or discussions, including any votes taken, has been completed.

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§4.5 If a member of the Governance Committee is the subject of a potential conflict, such member shall recuse himself or herself from any discussion or decision-making relating to that matter at the Governance Committee.

§5. Resolution.

After exercising due diligence, the Board or Committee shall, in a timely and expeditious fashion, take reasonable steps to determine whether Roswell Park can or should obtain a transaction or arrangement with reasonable efforts from a person or entity that would not give rise to the involvement of a Director. In determining whether to seek a different transaction, the Board or Committee shall take into consideration, but shall not be limited to, the following: the nature and anticipated cost of the service, the character and skill of the person or entity rendering the service, and the experience of such person or entity.

The Board shall determine by a vote of seventy-five (75%) of those Directors who were not disqualified, whether the transaction is in Roswell Park's best interest and for its own benefit and whether said transaction is fair and reasonable to Roswell Park and shall make its decision as to whether to enter into the transaction in conformity with such determination. No disqualified Director shall be present at any time a vote is undertaken to approve or disapprove a transaction or arrangement in which such Director is interested.

§6. Records or Proceedings.

The minutes of the Board and all Committees considering such conflicts of interest transactions shall contain:

The name of the Director who disclosed that he or she may be or is an interested person or otherwise were found to be a disqualified person in connection with the actual or possible conflict of interest, the nature of the interest if any, the reasons why a Director might be a disqualified person, any action to determine whether a conflict of interest or a disqualified Director was present, and the Board or Committee's decision as to whether a disqualified person existed.

The names of the Directors who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement and a record of any votes taken in connection therewith.

§7. Gifts and Favors.

Directors shall not accept any gift, favor or hospitality that will influence or give the appearance of influencing their decisions or actions as they affect Roswell Park.

§8. Review of Policy.

The Board of Directors shall see that this policy is reviewed at least annually for the information and guidance of trustees and officers. All new Directors shall be furnished with a copy of this policy upon assuming the duties of office.

§9. State Ethics Questionnaire.

Disclosure questionnaires filed with the New York State Ethics Commission pursuant to the Public Officers Law, are not maintained by nor disclosed to Roswell Park. The disclosure required by this Policy is independent of, and in addition to, the disclosure questionnaire filed by Directors with the Ethics Commission.