

**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 20, 2024, at 12:00 pm in the Gaylord Card Conference Room and MS Teams.

**Present:** Leecia Eve, Chair  
Lisa Damiani - via teams  
Gregory Daniel, MD - via teams  
Linda A. Dobmeier - via teams  
Donna Gioia - via teams  
Candace S. Johnson, PhD, President & CEO  
Gail Mitchell, Esq  
Elyse NeMoyer  
R. Buford Sears - via teams  
Garnell W. Whitfield, Jr. - via teams  
Lee Wortham

**Excused:** Anne D. Gioia  
Johanne Morne

**Guest:** David Coriell, Esq. Assistant U.S. Attorney Western District of NY  
Margaret McFarland, Health Care Fraud Investigator Western District of NY

**Present by  
Invitation:**

Holly Bowser, VP Quality & Patient Safety  
Laurel DiBrog, Chief Marketing and Communication Officer  
David Donovan, VP, Enterprise Strategic Planning  
Betsy Doty-Lampson, Board Administrator  
Errol Douglas, PhD., Chief HR Officer  
Amy Dunn Kirkpatrick, Asst Vice President & Deputy General Counsel  
Cindy Eller, Chief Development Officer  
Julia Faller, DO, MS, Chief Medical Officer  
Ann Marie Gibney, Administrative Chief of Staff  
Ryan Grady, Chief Financial Officer  
George (Buddy) Hickman, Chief Digital & Information Officer  
Michael E. Johnson, Director, Government & Community Relations  
James C. Kennedy, Vice President, Government & Community Relations  
Kathy Mastrobattista, Exec Dir, Corporate Compliance & Patient Privacy  
Crystal Rodriguez-Dabney, SVP, Chief Diversity Officer  
Michael B. Sexton, Esq., Senior Vice President, and Chief Legal Officer,  
and Corporate Secretary  
Andrew Storer, PhD, DNP, SVP, CNO  
David Tear, MBA, Interim VP, Clinical Operations, VP Bus Dev & Network  
Integration

**I. CHAIRWOMAN’S OPENING REMARKS**

Ms. Eve provided welcoming remarks and thanked everyone for attending. She provide a brief overview of the Board retreat that was held on March 8<sup>th</sup>. Ms. Eve also stated that Board meetings going forward will be extended by 30 minutes to ensure sufficient time for all agenda items to be addressed. Each Board meeting will begin with a land acknowledgement and a safety message.

Dr. Johnson read a statement of respect acknowledging that the Haudenosaunee Confederacy and the Onöndowa’gas, also known as the Seneca Nation, were the original caretakers of the land upon which the Roswell Park campus stands.

**II. SAFETY MESSAGE**

Ms. Bowser provided a safety message, which centered on a clinical staff member who spoke up about her concerns as to a patient’s condition and in the end her concern and willingness to speak up saved the patient from potentially serious complications.

**III. DRAFT MINUTES OF BOARD MEETINGS**

Ms. Eve called for approval of the minutes from the December 13, 2023 Board meeting.

*A motion was made by Mr. Wortham to approve the December 13, 2023 Board meeting minutes, seconded by Ms. NeMoyer, and unanimously carried.*

**IV. CONTRACTS/CAPITAL EXPENDITURE PROJECTS**

Ms. Eve noted that the contracts presented at the meeting had been thoroughly vetted at the Finance Committee meeting held on March 13, 2024, and were recommended for approval by the Finance Committee.

**Insurance Premium Renewals**

Mr. Sexton provided an overview of the insurance renewals for Roswell Park, for eleven lines of coverage for the fiscal year beginning April 1, 2024. The coverages were marketed by Roswell Park’s broker, Gallagher, and the overall premium increase was 8.7% for the year. Most of the coverages showed modest increases with the exception of the property, liability and peace officer liability coverages. Those had significant increases, and Mr. Sexton explained what was behind those increases.

Ms. Eve noted that the contracts presented are on consent agenda, having been fully evaluated and recommended by the Finance Committee at the March 13 meeting. Given the large expenditure for insurance and the complexity of the process, she wanted Mr. Sexton to summarize the renewal for the Board. The other two proposals were the purchase of chemistry immunoassay equipment and a sole source procurement of NeuWave probes.

Ms. Eve asked if there were any questions or objections to moving forward on these three contracts. There being none, the insurance renewals, chemistry immunoassay equipment and NeuWave probes were approved, with all Board members assenting.

**V. FINANCE**

Ms. Eve then turned to finance matters. The 3<sup>rd</sup> Quarter Financial Statements, the FY25 Budget, the Section 203 Budget submission to the NYS Controller, the HRI funding resolution, and

the 3<sup>rd</sup> quarter investment report were all summarized in the Board materials in Directors Desk, and had been fully presented and evaluated at the Finance Committee meeting last week.

Ms. Eve asked if there were any questions or objections to approval of each of these. There being none, the 3<sup>rd</sup> Quarter Financial Statements, FY25 Budget and 203 Budget Submission, HRI Funding Resolution, and the 3<sup>rd</sup> Quarter Investment Activity were approved, with all members assenting.

## **VI. UNITED STATES DEPARTMENT OF JUSTICE PRESENTATION**

Ms. Mastrobattista introduced Mr. Coriell and Ms. McFarland from the US Attorney's Office Affirmative Civil Enforcement office. Mr. Coriell provided an overview of the US attorney office, Affirmative Civil Enforcement and Health Care Enforcement. He started with the Anti-Kickback Statute and the Stark Law and summarized two very recent cases. He then provided information on the False Claims Act. Mr. Coriell then reviewed self-disclosures, whistleblower issues and corporate compliance program integrity. The last item he discussed was cyber security and cyber fraud. Ms. Damiani had a question regarding Board member responsibility. Mr. Corriell explained Board member responsibility once information as to a compliance matter comes to the Board level, as well as the Board's obligation to inquire and scrutinize regulatory compliance.

Ms. Eve thanked Mr. Coriell for the presentation.

## **VII. GOVERNANCE COMMITTEE UPDATE**

### **Succession Plan & Policy**

Ms. Donna Gioia provided an update on the policy and procedure for the CEO succession planning and highlighted the few changes.

*A motion was made by Ms. NeMoyer to approve the Succession Plan & Policy, seconded by Mr. Wortham, and unanimously carried.*

## **VIII. IT COMMITTEE UPDATE**

Ms. NeMoyer introduced Mr. Buddy Hickman, Roswell Park's new Chief Digital Technology Officer. Mr. Hickman provided his background and a brief IT update.

*Mr. Wortham moved that the meeting proceed to Executive Session for the purposes of receiving status reports with respect to achievement of strategic goals for the variable compensation program, an update from the Chief Executive Officer on business operations and reimbursement matters, and a report from legal counsel on litigation matters. Seconded by Ms. NeMoyer, and unanimously approved.*

## **IX. DIVERSITY COMMITTEE UPDATE**

Ms. Mitchell provided a summary of matters that have been occupying the Diversity Committee. She noted that issues raised by the Cozen report have been responded to. The DEI Office will be collaborating with Internal Audit to monitor and measure continuing progress with

addressing issues identified in Ms. Rodriguez-Dabney's 100 days report and the Bart Baily engagement.

Ms. Donna Gioia provided a comment thanking Ms. Eve for appointing Ms. Mitchell as the chair of the Diversity Committee and commended the job Ms. Mitchell is doing. Dr. Johnson added the importance of DEI activities to Roswell Park's our CCSG grant. Ms. Dobmeier agreed with Ms. Gioia and thanked Ms. Eve and Dr. Johnson for their leadership.

**X. COMPENSATION COMMITTEE UPDATE**

Mr. Sears provided an update on the Compensation Committee last week. The Sullivan Cotter report was reviewed extensively. Sullivan Cotter reported that Roswell Park is appropriately benchmarked on compensation and benefit matters, and well aligned with policies. Management recommended a 3% salary increase for all Management Confidential employees and the Committee has approved.

Mr. Sears requested an executive session at the end of this Board meeting to discuss the Sullivan Cotter benchmarking report on the CEO's compensation program.

**XI. LEADERSHIP REPORTS**

**Institute Update**

Dr. Johnson discussed the Leadership Summit that was held on March 18 with clinical leadership, describing in some detail the presentation of Dr. Storer on the new ambulatory care model, which involves a 1:1:1 primary nursing model that is focused on patient-centered care. Dr. Johnson advised on staffing changes at Great Lakes, noting that Dr. Victor Filadora and his staff have left Great Lakes. Kaleida's cancer care service line will no longer be presented as Great Lakes. UB announced that Leonard E. Egede, MD, MS has been appointed the new chair of the Department of Medicine in the Jacobs School of Medicine and Biomedical Sciences, effective July 1. Don Boyd, CEO of Kaleida, has asked Roswell Park for a letter of support for the State Healthcare Transformation Grant. UB, Kaleida and ECMC will be asking the state for \$200M to transition to a community EPIC Electronic Health Record system. Dr. Johnson states she is providing a support letter in order to be both collaborative and supportive. Ms. Eve asked if Roswell Park could submit their own proposal to the State. Mr. Kennedy said it can, but he believes grants under this program will be focused on cyber security and will be relatively small.

[REDACTED]

**PPS Exemption Update**

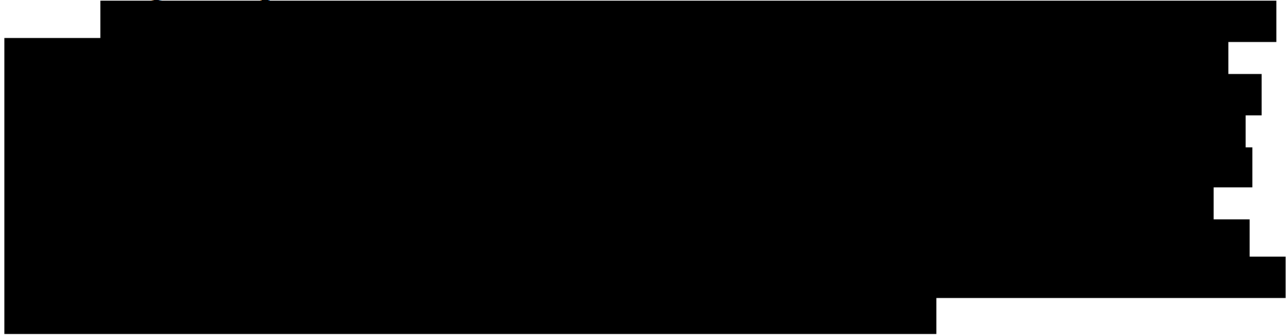
Mr. Kennedy provided a presentation on the Prospective Payment System (PPS) exemption. The Social Security Amendments of 1983 exempted comprehensive cancer hospitals from the Medicare Inpatient Prospective Payment System. Roswell Park is one of 11 PPS exempt cancer centers in the US. Mr. Grady then touched on the value of the exemption as a whole to the 11 centers. The total exemption value for 2023 is \$1.3B, and currently its value to Roswell Park is approximately \$24M annually. A discussion then took place about what the impact would be if the PPS exemption ended and why are other cancer centers are not trying to become PPS exempt.

**Quality Report**

Dr. Faller asked if there were any initial questions to the quality data in the meeting materials. There being no questions, she reviewed the quality and patient safety dashboard. She indicated that with respect to problem areas shown in red on the dashboard, remediation plans have been developed and will be implemented soon. A discussion ensued regarding mortality, length of stay and patient experience data.

**Litigation/Institute Operations Report**

Litigation Update



*Mr. Wortham made a motion to return to open session, seconded by Ms. Mitchell.*

**Policy & Procedures Committee Report**

Informational only. Materials in Director's Desk.

**Government Relations Report**

Informational only. Materials in Director's Desk.

**Nursing**

Informational only. Materials in Director's Desk.

**Clinical Operations Report**

Informational only. Materials in Director's Desk.

**Medical Staff Credentials & Minutes**

Informational only. Materials in Director's Desk.

*Ms. Dobmeier moved that the meeting proceed to Executive Session for the purpose of discussing the CEO's executive compensation. Seconded by Ms. Mitchell and unanimously approved.*

In executive session, the Board members discussed a review and benchmarking analysis performed by Sullivan Cotter on Dr. Johnson's compensation package. He informed the Board that the Compensation Committee had elected to enhance Dr. Johnson's base compensation for the coming fiscal year.

**XII. ADJOURNMENT**

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

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Michael B. Sexton, Secretary