



## Andy Hill Cancer Research Endowment (CARE) Fund Board Special Meeting Minutes March 23, 2022

The following CARE Board members, constituting a quorum, were present: J. Elaine-Marie Albert, Fred Appelbaum, Cliff Berkman, Thomas Brown, David Byrd, Carol Dahl, Steve Harr, Eunice Hostetter, Beth Lawlor, Karin Rodland, Jennifer Kampsula Wong

Board Members Absent: Gary Kaplan

CARE Fund Staff Attendees: Laura Flores Cantrell, Peter Choi, Sarah Hiller

Guest Attendees: Sandra Adix (WA State Assistant Attorney General), Alison Beason (WA State Department of Commerce), Beth Harvey (Evergreen Social Impact)

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Wednesday, March 23, 2022, 3:30–4:00 p.m. (PT)

### 1. Welcome

With a quorum of the board present, the meeting was called to order at 3:30 p.m. by Board Chair, Dr. David Byrd.

### 2. Consent to Merger of Fred Hutchinson Cancer Research Center and Seattle Cancer Care Alliance

David introduced the purpose of the meeting is to act on the request and letter from Steven Haydon, Vice President & General Counsel of Fred Hutchison Cancer Research Center, regarding the merger of the Fred Hutchinson Cancer Research Center (FHCRC) and the Seattle Cancer Care Alliance (SCCA). The letter provides CARE Fund with notice of the merger and includes a request for acknowledgement and consent that the merger will not result in a breach of current CARE Fund grant award agreements.

David explained that Fred Hutchinson Cancer Research Center and Seattle Cancer Care Alliance (SCCA) have merged to form Fred Hutchinson Cancer Center, a unified adult cancer research and care center that brings together Fred Hutchinson Cancer Research Center and Seattle Cancer Care Alliance (SCCA) into a single, independent, nonprofit organization that is also a clinically integrated part of UW Medicine and UW Medicine's cancer program.

CARE Fund grants to FHCRC would be assigned to FHCC and grants to the UW would remain with the UW.

David invited Fred Appelbaum to provide additional comments. Fred noted that the merger is intended to best provide patient services and conduct research. He also noted that other

funding organizations, such as the National Institutes of Health, the National Cancer Institute, and the American Cancer Society, have been notified of the merger and have consented.

Beth Lawlor clarified that pediatric cancer care will be administered at Seattle Children's.

David explained that the merger has been approved by all four boards at FHCRC, SCCA, Seattle Children's, and UW, respectively. The related legislation on the merger was passed and signed by Governor Inslee.

David noted that the CARE Board appointments will remain nearly identical after the merger (one member appointed from nominations submitted by the president of the University of Washington and two members appointed from nominations submitted by the Fred Hutchinson Cancer Research Center, Seattle Cancer Care Alliance, and the Seattle Children's Research Institute). David noted that the basis of his recusals would not change with the merger. Fred and Beth noted that the basis of their recusals would not change with the merger.

David invited Laura Flores Cantrell and Sandra Adix to provide additional information.

Laura clarified that because the board nominations are provided in statute, there may be a need for a technical fix after the merger. If this is the case, Laura will work with the WA State Assistant Attorney General, WA State Department of Commerce, and the Governor's Office to address.

Sandra noted that the CARE Fund Program Administrator could not act on behalf of the board on this matter. She also noted that she did not see any legal reason why the board should not sign the consent letter.

Before inviting the board to discuss the merger, David recused himself from discussion and vote on the matter and requested other Board members disclose their potential conflicts of interest. Fred Appelbaum recused himself based on his employment with FHCRC and appointment with UW. Beth Lawlor recused herself based on her employment with Seattle Children's Research Institute and appointments with FHCRC and UW. Elaine Albert recused herself based on her employment with Seattle Children's and adjunct faculty affiliation with UW.

Thomas Brown noted that congratulations were in order and asked if it would be appropriate to have a congratulatory statement from the CARE Board. Sandra noted that she did not see any legal issue with providing a statement given the public nature and well-known affiliations of Board members. Laura offered to have staff draft a statement on the Board's behalf for review if desired by the board. No objections were stated.

**MOTION:** A motion to approve consent to the merger of the Fred Hutchinson Cancer Research Center and the Seattle Cancer Care Alliance under agreements in effect was made by Thomas Brown, seconded by Steve Harr, and unanimously approved by the eligible voting members. J.

Elaine-Marie Albert, Fred Appelbaum, David Byrd, and Beth Lawlor each recused herself/himself from the vote.

Laura noted that there is an existing Board resolution that outlines the signature order for the Board and that due to the Chair and Vice Chair's recusals, the next officer in the order is the Secretary. Eunice Hostetter, as the Secretary, will be asked to sign the consent letter on behalf of the CARE Board.

### 3. CARE Fund Executive Director Update

Laura Flores Cantrell thanked the board for their work this year. She noted that the legislature passed the budget which included over \$50 million for the CARE Fund; it is awaiting the Governor's signature.

### 4. Adjourn

With no other business, the meeting was adjourned by David at 3:47 p.m.

I certify that the foregoing is a true and correct copy of the minutes approved by the CARE Board of Directors at a regular meeting of the Board on September 7, 2022.



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Eunice Hostetter, CARE Board Secretary

09/08/2022

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Date