

**RHODE ISLAND LIFE SCIENCE HUB
MEETING OF DIRECTORS
PUBLIC SESSION**

May 15, 2024

The Board of Directors (the “**Board**”) of the Rhode Island Life Science Hub (the “**RILSH**”) met on May 15, 2024, in Public Session, beginning at 2:00 p.m., pursuant to the public notice of meeting, a copy of which is attached hereto as **Exhibit A**, as required by applicable Rhode Island law.

The following Directors were present and participated throughout the meeting as indicated: Neil Steinberg, Commerce Secretary Liz Tanner*, Dr. Patrice Milos, Dr. Kerry Evers*, Armand Sabitoni, Ernie Almonte, Dr. Mukesh Jain, Dr. Patrick Vivier* as designee for Dr. Marc Parlange, Dr. Michael Wagner** and Dr. Chris Thanos*.

Directors absent were: Dr. Jack Warner, Brian Britson, John Fernandez and Dr. Christina Paxson.

Also present were: Lilia Holt, Vice President of Business Development of the Rhode Island Commerce Corporation, Phillip Duffy* of Korn Ferry and Karen Grande, Esq. and Douglas Gray, Esq. of Locke Lord LLP.

*Present and participated remotely via videoconference.

**Joined the meeting at 2:15 p.m.

1. CALL TO ORDER AND OPENING REMARKS.

At 2:00 p.m., Chair Steinberg called the meeting to order, indicating that a quorum was present.

2. TO CONVENE IN EXECUTIVE SESSION.

Chair Steinberg disclosed that the candidates were provided prior written notice that the RILSH Board would be considering and discussing the job performance and character of each of the three candidates for President and CEO of the RILSH. This part of the meeting could be held during Open Session; however, each of the candidates expressed in writing that for personal and professional reasons they preferred the discussion not be held during Open Session. After a brief discussion, upon a motion made by Mr. Sabitoni and seconded by Mr. Almonte, the RILSH Board unanimously in a roll call vote:

VOTED: That the RILSH Board go into Executive Session pursuant to R.I. Gen. Laws § 42-46-5(a)(1) to consider and discuss the job performance and character of the candidates for President and CEO of the RILSH.

3. TO CONCLUDE THE EXECUTIVE SESSION AND RETURN TO OPEN SESSION.

Chair Steinberg declared at 2:55 p.m. that the meeting was re-opened, and the Open Session restarted, and the Executive Session concluded. The RILSH Board initiated the public Zoom connection. Attorneys Karen Grande and Douglas Gray from Locke Lord LLP rejoined the meeting. It was noted that Dr. Thanos and Secretary Tanner needed to leave, but a quorum remained as noted by the Chair.

4. TO REPORT IN OPEN SESSION REGARDING THE VOTE TAKEN IN THE EXECUTIVE SESSION.

Chair Steinberg reported that having concluded the Executive Session of the RILSH Board meeting, he wanted to report that the RILSH Board continues to conduct a search for the next President and CEO of the RILSH. The position is very important and work must be done to find the best candidate. Chair Steinberg further noted for the record that the RILSH Board's selection for President and CEO of the RILSH is ultimately subject to the advice and consent of the Senate after completing the terms and conditions of an employment agreement and the Senate will be on recess starting soon. In light of the foregoing, the RILSH Board has decided it will hire an Interim President to guide the day-to-day operations of the RILSH until a permanent President and CEO can be hired and confirmed.

Chair Steinberg further noted to the RILSH Board that additional disclosure at this time regarding the potential terms and details of the Interim President's contract may jeopardize any strategy and negotiation and, therefore, need not be disclosed at this time in accordance with R.I. Gen. Laws § 42-46-4(b). The final contract with the successful candidate will be approved by the full Board in Open Session at a RILSH meeting as required by the Quasi-Public Corporation Accountability and Transparency Act.

5. TO VOTE TO MAINTAIN THE CONFIDENTIALITY OF THE EXECUTIVE SESSION MINUTES.

A discussion was had regarding the nature of the personal and professional matters related to the three candidates for President and CEO, as well as the candidate for Interim President and the need to maintain the confidentiality of the Executive Session minutes of the RILSH Board's Executive Session considering and discussing the candidates pursuant to the Rhode Island Open Meetings Law. Questions were asked and answered, and thereafter upon a motion made by Mr. Almonte and seconded by Dr. Milos, the RILSH Board unanimously upon a roll call:

VOTED: To maintain the confidentiality of the Executive Session minutes of the RILSH Board's Executive Session.

6. TO CONSIDER FOR APPROVAL THE OMNIBUS BUSINESS RESOLUTIONS AND GENERAL AUTHORIZING RESOLUTION FOR THE RILSH.

Next, Chair Steinberg discussed the importance of maintaining good corporate governance and informed the Board of the need to finish each of the RILSH Board meetings with the Omnibus

Business Resolutions and General Authorizing Resolution to enable the RILSH to perform all necessary actions to enact the Resolutions the Board approved today.

Upon a motion duly made by Mr. Sabitoni and seconded by Mr. Almonte, the following was approved:

OMNIBUS BUSINESS RESOLUTION

VOTED: That any Authorized Officer of the RILSH be, and each of them hereby is, severally authorized, empowered and directed, in the name of and for and on behalf of the RILSH to negotiate, execute, deliver, enter into and perform such further agreements, instruments, guarantees and other documents as may be necessary or advisable in connection with, or as may be required by, the foregoing votes and related documents;

VOTED: That the Authorized Officers of the RILSH are authorized and directed on behalf of the RILSH to make such filings and applications, to execute and deliver such documents and instruments, and to do such acts and things as such Authorized Officer deems necessary or advisable in order to implement the foregoing votes and resolutions;

VOTED: That the Authorized Officers of the RILSH are authorized and directed on behalf of the RILSH to take such further action as each may deem necessary or appropriate to carry out the purposes of the above resolutions; and

VOTED: That all instruments, certificates, and documents previously executed and delivered and all prior actions taken by the directors and officers of the RILSH prior to the effectiveness of this consent with respect to the foregoing resolutions and the transactions contemplated thereby are ratified, confirmed, approved and adopted in all respect.

7. TO CONSIDER THE NEXT MEETING DATE FOR THE RILSH.

The RILSH Board noted that it has already had two Board meetings in May 2024 and that the May 28, 2024 scheduled meeting date conflicts with the Healthcare Summit hosted by Speaker Shekarchi, U.S. Senator Whitehouse and Senate President Ruggerio. In addition, the RILSH Inaugural Summit is scheduled for May 21, 2024. After discussion, the RILSH Board upon a motion by Mr. Sabitoni that was seconded by Mr. Almonte, unanimously:

VOTED: To forego the May 2024 meeting and move up the June 2024 meeting by holding the next RILSH Board meeting on June 11, 2024 at 2:00 p.m.

8. TO ADJOURN.

In closing, Chair Steinberg thanked the Directors for a very productive meeting.

There being no further business in Public Session, the meeting was adjourned by a unanimous vote of the Board at 4:00 p.m. after a motion made by Mr. Sabitoni and seconded by Mr. Almonte.

Dr. Patrice Milos, Secretary

EXHIBIT A

**RHODE ISLAND LIFE SCIENCE HUB
PUBLIC MEETING NOTICE
May 15, 2024**

The Special Meeting of the Board of Directors of the Rhode Island Life Science Hub will be held on May 15, 2024, at 2:00 p.m. The meeting will be held at the Rhode Island Nursing Education Center located at 350 Eddy Street, Room A305, Providence, RI 02903.

Members of the public may attend the meeting in-person, via online videoconferencing or telephone conference. To access the meeting by video conference, please click on the meeting link below.

Microsoft Teams Link:

<https://events.gcc.teams.microsoft.com/event/93da14db-e16e-4c4e-b6bb-9fea7d651b28@360de654-fd8e-4fc6-8fb6-8faa00c3a270>

1. Call to order, confirm quorum and opening remarks.
2. Vote to convene in Executive Session, pursuant to R.I. Gen. Laws § 42-46-5(a)(1) to consider and discuss the job performance and character of candidates for President and CEO of the Rhode Island Life Science Hub. *
3. To discuss, consider and vote in Executive Session regarding the selection of candidate(s) for President and CEO of the Rhode Island Life Science Hub, subject to successful contract negotiations and the advice and consent of the Rhode Island Senate. *
4. Vote to conclude Executive Session and return to Open Session. *
5. To report in Open Session regarding the vote taken in Executive Session.
6. Vote to maintain confidentiality of Executive Session minutes. *
7. To consider and vote regarding next steps in the selection of a President and CEO of the Rhode Island Life Science Hub.*
8. To consider for approval Omnibus Business Resolutions and General Authorizing Resolution for the RI Life Science Hub. *
9. Discussion on May 2024 board meeting date options *
10. Motion and vote to adjourn. *

* Indicates a vote is, or may be, needed.

Pursuant to the Open Meetings Law, any additional items added to the agenda by a majority vote of the members shall be for “informational purposes only and may not be voted on except where necessary to address an unexpected occurrence that requires immediate action to protect the public or to refer the matter to an appropriate committee or to another body or official.”

Those persons requiring reasonable accommodations requested to contact **Rhode Island Relay** (Dial 711) in advance of the meeting date. Information regarding Rhode Island Relay may be found at <https://hamiltonrelay.com/rhode-island/>.

Dated: May 13, 2024