

**RHODE ISLAND LIFE SCIENCE HUB  
MEETING OF DIRECTORS  
SPECIAL MEETING**

**October 17, 2024**

The Board of Directors (the “**Board**”) of the Rhode Island Life Science Hub (the “**RILSH**”) met on October 17, 2024, in Special Meeting Session, beginning at 8:00 a.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. Kerry Evers, Armand Sabitoni, Ernie Almonte, Brian Britson, John Fernandez, Dr. Marc Parlange, Dr. Michael Wagner, Dr. Jack Warner and Dr. Chris Thanos\*.

Directors absent were: Mr. Ted Carr, Dr. Mukesh Jain and Dr. Christina Paxson.

Also present were: Dr. Patrice Milos, Interim President of RILSH, Lilia Holt, Vice President of RILSH, Phillip Duffy of Korn Ferry, Seth Klaiman and David Preston of NewHarbor Group, and Karen Grande, Esq.\*\* and Douglas Gray, Esq.\*\*\* of Locke Lord LLP.

\* Left the meeting at 1:00 p.m.

\*\* Left Meeting at 9:10 a.m.

\*\*\* Joined Meeting at 3:00 p.m.

**1. CALL TO ORDER AND OPENING REMARKS.**

At 8:00 a.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 to the Chair directly 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 Dr. Parlange and seconded by Dr. Warner, 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 3:45 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.

**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 had voted to offer one of the candidates the position of CEO and President of the Hub, subject to negotiation of a satisfactory contract, and if the negotiation is unsuccessful, then to offer it to a second candidate which the Board has also identified. Please note that the RILSH Board's selection for CEO and President of the RILSH is ultimately subject to the advice and consent of the Senate.

Chair Steinberg further noted to the RILSH Board that additional disclosure regarding the terms and details of the 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 and the need to maintain the confidentiality of the Executive Session minutes of the RILSH Board's Executive Session considering and discussing the candidates for CEO and President of the Hub 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 Mr. Sabitoni, 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 minutes pursuant to §§42-46-4 and 42-46-5.

**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. Fernandez and seconded by Mr. Almonte, the following was unanimously 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 Hub 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 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 motion made by Mr. Almonte and seconded by Mr. Fernandez.

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Dr. Michael Wagner, Secretary

**EXHIBIT A**

**RHODE ISLAND LIFE SCIENCE HUB  
PUBLIC MEETING NOTICE  
October 17, 2024**

## **RHODE ISLAND LIFE SCIENCE HUB**

### **PUBLIC MEETING NOTICE**

**October 17, 2024**

The Special Meeting of the Board of Directors of the Rhode Island Life Science Hub will be held on October 17, 2024, at [8:00 a.m.]. The meeting will be held at the Rhode Island Nursing Education Center located at 350 Eddy Street, Room 329, Providence, RI 02903.

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

**Zoom Link:**

<https://us06web.zoom.us/j/88397478467?pwd=06WV0gnRJ2y0DWXRvx9ddIyNPCgMIN.1>

**Zoom Dial-in:** 1-305-224-1968

**Webinar ID:** 883 9747 8467

**Passcode:** 981050

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. To report in Open Session regarding the votes taken in Executive Session.
5. Vote to maintain confidentiality of Executive Session minutes. \*
6. To consider for approval Omnibus Business Resolutions and General Authorizing Resolution for the RI Life Science Hub. \*
7. 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: October 11, 2024