

ROSWELL PARK CANCER INSTITUTE CORPORATION COMPENSATION COMMITTEE

A meeting of the Compensation Committee of the Board of Directors of Roswell Park Cancer Institute Corporation was held on Wednesday, December 7, 2022 at 10:30 a.m. in the Patrick P. Lee Conference Room, 9th floor of the Scott Bieler Clinical Sciences Center.

Present by

Phone: R. Buford Sears, Committee Chairman (via Teams)
Anne Gioia
Donna Gioia
Candace Johnson, President & CEO
Gail Mitchell, Esq. (*Via Teams*)

Excused: Michael Joseph, Board Chairman

Staff

Present: Leslie Diaz, Director of Organizational Development
Betsy Doty-Lampson, Board Administrator
Errol Douglas, Sr., PhD Vice President/Chief Human Resources Officer
John Dudkowski, Manager, Classification & Compensation
Michael Sexton, Esq., Senior Vice President and Chief Legal Officer,
and Corporate Secretary
Anthony Woods, Assistant Vice President & Director of Classification
and Compensation

Opening Remarks/Review of Minutes

Mr. Sears opened the meeting and welcomed all in attendance. Mr. Sears called for a review of the draft Minutes of the Compensation Committee meeting held August 31, 2022. After review, *a motion for approval of those Minutes was made by Ms. Anne Gioia, seconded by Ms. Mitchell, and unanimously approved.*

Executive Compensation Market Update Letter for 2023

Mr. Sears moved to the SullivanCotter 2023-24 Executive Compensation Market Update letter, explaining that every three years S&C does a comprehensive market analysis for Roswell Park executive compensation, and in the interim years an update letter. He noted that there were six new titles in the study that were not included in the 2021 Market letter:

- Senior Vice President, Chief Diversity Equity and Inclusion Officer (under recruitment): The benchmark market data reflect a Chief Diversity, Equity and Inclusion Officer.
- Vice President, Supply Chain Management (Alessi): The benchmark market data reflect a Top Supply Chain Management Executive

- Vice President and Associate Director, Diversity, Equity and Inclusion (Rodriguez, PhD, MS): The benchmark market data reflect a Head of Diversity, Equity and Inclusion
- Vice President and Deputy Chief Academic Officer (Hill-Cheatom): The benchmark market data reflect a Second-Level Academic Affairs Executive.
- Vice President, Compliance (comparator for Vice President Ethics): The benchmark market data reflect a Top Compliance Executive
- Chief Physician Executive and Physician-in-Chief (vacant): The benchmark market data reflect a Chief Physician Executive/Chief Medical Officer.

Mr. Sears indicated that these new roles will all be reflected in the FY24-25 Budget, and with these added positions, it will bring the count up to 52 eligible individuals.

Review of Business Judgment Factors for Executive Compensation Levels

In accordance with the Compensation Committee's direction to adopt best practices associated with the management of executive compensation, Roswell Park has provided the rationale for the current compensation for selected incumbents currently paid at or higher than the 75th percentile according to the compensation study, in the meeting materials in Directors Desk. This information is presented for the Compensation Committee's consideration as business judgment factors which support the current compensation for these incumbents. The material was discussed at length by the Committee.

A motion was made to move to Executive Session by Ms. Mitchell for review of FY 23 Individual Goal Amendments including goals relating to strategic business initiatives. The motion was seconded by Ms. Donna Gioia and unanimously carried.

FY'23 Individual Goal Amendments/Midcourse Review

In Executive Session, Mr. Sears turned to a review of the individual goal amendments for the variable compensation plan. He reiterated and wanted it noted again that goal development at Roswell Park has improved greatly over the years. He thanked the HR team for looking at the results and goals throughout the year for the incumbents and circling back with management to be fair. It was noted that the Committee has directed HR to monitor goal achievement to assure fairness and to avoid situations in which goals become unachievable for reasons beyond the control of the executive. Amendments to goals in the current fiscal year plan were reviewed and discussed. There being no further discussion, *a motion for approval of the amendments was made by Ms. Mitchell and seconded by Ms. Donna Gioia and unanimously carried.*

FY'23 Individual Goal Updates

Goal status reports were then reviewed in the variable compensation plan. The committee is giving Mr. Sexton flexibility for Adam Rosen's goals as his duties often pull him off of planned

goals due to the nature of his job. *A motion was made for approval by Ms. Anne Gioia, seconded by Ms. Mitchell and unanimously carried.*

Press Ganey Employee Engagement Overview


Ms. Diaz gave an overview of the Press Ganey Employee Engagement Pulse Survey 2022. She noted that the full survey was completed in June/July of 2021. The Impact "Pulse" Survey was completed October 2022. She has indicated that Leadership is now fully engaged in actionable conversations, feedback without defensiveness, cadence of communication and essential leadership conversations. Beginning in February of 2023 she will be rolling out Universal Skills for High Reliability. The Committee was very impressed with the timeline and asked for an update of this presentation at the full Board in March, 2023. The Committee feels the entire Board should be aware of this.

President & CEO Total Compensation Assessment

Mr. Sears excused management attendees and proceeded to a review with the Committee of the Sullivan and Cotter updated CEO benchmarking study.

Ms. Mitchell then made a motion to return to Open Session which was seconded by Mr. Sears and unanimously carried.

There being no further business, *a motion for adjournment was made by Ms. Donna Gioia, seconded by Ms. Mitchell, and unanimously carried.*



Michael B. Sexton, Secretary