

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, March 16, 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 WebEx)
Ann Gioia (via WebEx)
Donna M. Gioia (via WebEx)
Candace Johnson, President & CEO
Gail Mitchell, Esq. (via WebEx)

Excused: Michael Joseph, Board Chairman

Staff

Present: Betsy Doty-Lampson, Board Administrator
Errol Douglas, Sr. Vice President/Chief Human Resources Officer
John Dudkowski, Manager, Classification & Compensation
Michelle Moore, Vice President of Human Resources
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, welcoming all and noted that Mr. Joseph had an unexpected business event the morning of the meeting and was unable to attend. He then turned to a review of the draft Minutes of the Compensation Committee meeting held Wednesday, December 8, 2021. After review, *a motion for approval of Minutes was made by Ms. Donna Gioia, seconded by Ms. Mitchell, and unanimously approved.*

Executive Salary Adjustments

The Sullivan & Cotter Executive Compensation market letter for 2022 was reviewed. Ms. Mitchell noted that several of the Executives are above the 75th percentile while a couple are also below the 25th percentile. She indicated that this highlights the importance of developing written business rationales to explain for documentation purposes the business justification for these compensation levels. At that point, the Committee reviewed the proposed 3% Executive Compensation adjustments proposed by the CEO for the executive team, along with three market adjustments among that group.

Ms. Mitchell at that point made a motion for the meeting to go to Executive Session for a discussion of performance goals and compensation matters for certain Executives, a review of strategic business goal performance in the FY2022 variable pay program for the Executive Staff, and the to review the CEOs Long-Term Incentive Plan strategic goal performance for Fiscal Years 20-22 and 21-23, and finally for an assessment of the CEOs performance and compensation structure. The motion was seconded by Mr. Sears and unanimously carried.

There was a discussion of the compensation of the Executive Director of the Alliance Foundation, Cindy Eller, who also serves as Senior Vice President for Development for Roswell Park. Her compensation is significantly below the benchmark in the Sullivan & Cotter studies, and she has consistently been paid well below other Senior Vice President's and well below the 50th percentile for her position.

The Institution will pay 35% of her compensation and the Alliance Foundation has agreed to cover the remaining 65%. It was noted that Roswell Park is paying Ms. Eller because Ms. Eller has assumed a significant clinical oversight role in clinical operations. She served a significant clinical role during the Covid pandemic, and the patient concierge service is now under her oversight. Donna Gioia noted the need to compensate Ms. Eller properly in order to ensure that she does not get poached by other institutions, as she is aware that Ms. Eller has been approached. Ms. Mitchell agreed.

There was also a discussion about the impending resignation of Mr. Steven Wright, the Vice President for Facilities Management. Mr. Sexton noted that Mr. Wright will leave a significant gap in Roswell Park's executive structure. Dr. Johnson agreed that he has played a very significant role over the years, and will be sorely missed.

Variable Pay Program, Update for FY22

The individual goals and the variable pay program for the current year were reviewed. Status reports were reviewed and there were general commentaries. There was a discussion about the partial year participation of Mr. Walker and Dr. Brentjens. Ms. Mitchell said she has reviewed the goals thoroughly and commended the rigor of the goal setting. Both Ms. Mitchell and Mr. Sears lauded the collaborative goals set for a number of individuals. This promotes organizational improvement and teamwork.

Proposed FY23 Organizational and Individual Goals

At that point, the proposed strategic goals for the Fiscal Year 23 program were reviewed with particular emphasis on the Institutional goals. The Committee reviewed the Institutional goals and accepted them. Mr. Sears noted the importance of diversity and inclusion goals. Sullivan & Cotter noted that Roswell Park has been on the cutting edge on this issue in setting diversity and inclusion goals in its variable compensation program.

There was a motion to approve the Institutional and individual goals in the Fiscal Year '23 variable pay program made by Ms. Mitchell, seconded by Ms. Anne Gioia and unanimously approved.

At that point, the personal goals of Dr. Johnson in this plan were reviewed with approval.

Summary of CEOs LTIP Goals

Status of CEOs Long Term Incentive Plan (LTIP) Goal for FY20, 21 & 22, FY21, 22 & 23 and for FY22, 23 & 24

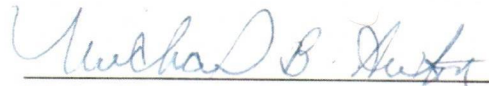
Proposed CEOs Long-Term Incentive Plan (LTIP) Goals for FY23, 24 & 25

The Chief Executive Officer compensation study prepared by Sullivan & Cotter was reviewed. Sullivan & Cotter has indicated that the LTIP portion of that program is very progressive program that is not implemented at very many other institutions across the country. Sullivan & Cotter has recommended doing away with the LTIP going forward and adjusting Dr. Johnson's base compensation to account for that. The CEO total compensation report issued by Sullivan & Cotter was then reviewed.

President & CEO Total Compensation Assessment

At that point, all staff left the meeting and the Committee, excluding Dr. Johnson, reviewed the compensation program for Dr. Johnson on an overall basis. A base compensation pay adjustment was proposed for Dr. Johnson, and the Committee agreed to terminate the LTIP program going forward. *On motion, duly seconded, this was unanimously approved.*

Upon return to Open Session, *a motion for adjournment was made, duly seconded, and unanimously carried.*



Michael B. Sexton, Secretary