

**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 13, 2017 at 2:00 p.m. at The Westin Hotel, 250 Delaware Street, Buffalo, New York

**Present:** R. Buford Sears  
Donna M. Gioia  
Candace S. Johnson, PhD, President & CEO  
Michael L. Joseph, Chairman of the Board  
Gail Mitchell, Esq.

**Staff**

**Present:** Errol Douglas, Vice President of Human Resources  
Betsy Doty-Lampson Administrator to Board of Directors  
Ann Marie Gibney, Executive Office Administrator  
Michelle Moore, Assistant Vice President of Human Resources  
Michael Sexton, Esq., Chief Institute Operations Officer, General Counsel and Secretary

**Chairman's Opening Remarks**

Mr. Sears thanked everyone for attending, and turned to a review of the minutes of the August 30, 2017 meeting.

After review, Mr. Sears called for approval of the minutes. *On motion by Mr. Joseph which was seconded by Ms. Mitchell, the minutes from August 30, 2017 were unanimously approved.*

*Ms. Mitchell made a motion to move into Executive Session to discuss strategic goal performance in the Variable Pay Program; the Executive Compensation Benchmarking report by SullivanCotter; and strategic goal performance by the CEO in connection with the CEO LTIP, which was seconded by Mr. Joseph and unanimously approved.*

**FY'18 Individual Goal Updates**

Mr. Sears reminded the group again of the responsibilities of certain positions and as people change their job descriptions throughout the course of the year that this is a "floating" document. As job descriptions evolve during the year for some executives, their goals may be adjusted to reflect the change in duties. Several goal sets were reviewed in this regard.

## Executive Compensation Benchmarking Report

Mr. Sears spoke next on the SullivanCotter benchmarking study performed to assess the market comparability for executive compensation and benefit levels at RPCI. The study used compensation comparisons from a selection of comparable cancer centers, hospital systems and academic medical centers. The report will be reviewed in more detail at the March quarterly meeting in 2018.

## Review of Business Judgment Factors for Executive Compensation Levels

Mr. Sears also reported on Business Judgment factors used to evaluate compensation levels for a group of executives with compensation exceeding the 75<sup>th</sup> percentile, in accordance with industry best practices associated with the management of executive compensation. The material in the book was presented to the committee to explain the current compensation levels for these individuals.

## CEO Long Term Incentive Plan (LTIP) Goal Updates for FY'16, 17 & 18 and for FY'17,'18 & '19

The committee discussed the CEO LTIP Goals and then the Committee asked to have a discussion with only committee members and no staff.

*There being no further business, a motion was made for adjournment by Mr. Joseph second by Ms. Mitchell and was unanimously carried.*

  
Michael B. Sexton, Secretary