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, June 19, 2019 at 10:30 a.m. in the Patrick P. Lee Conference Room, 9th floor of the Scott Bieler Clinical Sciences Center.

Present: R. Buford Sears
        Anne Gioia
        Donna M. Gioia
        Candace Johnson, President & CEO
        Gail Mitchell, Esq.

Staff
Present: Errol Douglas, Sr. Vice President/Chief Human Resources Officer
        Betsy Doty-Lampson, Administrator to Board of Directors
        John Dudkowski, Compensation Analyst, Classification and Compensation
        Michelle Moore, Vice President of Human Resources
        Michael Sexton, Esq., Chief Administrative Officer, General Counsel and Secretary
        Anthony Woods, Director of Classification and Compensation

Opening Remarks and Minute Review

Mr. Sears opened the meeting by welcoming Anne Gioia as a new member to the Committee. He also noted the diversity on the Committee, which he was proud of.

There was a review of the draft minutes from the meeting held March 20, 2019. After review, a motion for approval was made by Ms. Mitchell, seconded by Mr. Sears, which was unanimously carried.

Review of Business Judgment Factors for Executive Compensation Levels

Mr. Sears turned to the review of business judgment factors relating to certain executives whose compensation either exceeds the 75th percentile in the Sullivan Cotter review or is less than the 25th percentile on that study. According to Sullivan Cotter, this review is a best practice in the industry.

There was a discussion of the March, 2017 variable compensation benchmarking review done by Sullivan Cotter. Mr. Sexton explained that management periodically requests that the compensation consultant conduct a comparability study for Roswell Park’s compensation practices with peers in the industry. On at least two occasions, management has requested that Sullivan Cotter specifically review the reasonableness and benchmarking comparability of the variable compensation program for executives.
The last such review was in March, 2017 and it was reviewed by the Committee. That study showed that the program is competitive and is in the median range for comparable programs. In fact, the Roswell program is slightly below the median.

Upon motion by Ms. Mitchell, seconded by Ms. Donna Gioia, the meeting proceeded to an Executive Session for the purpose of evaluation of the achievement of strategic plan goals by the Executive Staff and the Chief Executive Officer under the Variable Compensation programs for the Executive Staff and the CEO, and a status report on achievement of strategic plan goals under the Fiscal Year 2020 plan, which was unanimously carried.

Strategic Goal Achievement for FY'19

Strategic goal assessments were reviewed by Mr. Sears. He explained in full detail the variable compensation plan for executives which has been in place since approximately 2002. There was a significant discussion of the amount that the plan costs. He discussed the scoring of the goals. Dr. Johnson discussed the development of the goals and how she is involved in both the development of the goals and the scoring of the goals. Ms. Mitchell noted that audit requirements now go into the goal development as she had suggested and this is a positive.

Mr. Sears reviewed Dr. Johnson’s goal performance. At this point, the staff was excused so that the Committee members could have a full discussion of the variable compensation plan.

In Executive Session, the plan was reviewed and there was a discussion about individual goal accomplishments by executives and the appropriateness of the outcome of the plan.

Upon staff’s return, a motion was made by Ms. Donna Gioia to recommend approval of the variable compensation plan and payments for FY'2019 to the Board of Directors. This motion was seconded by Ms. Mitchell and unanimously carried.

FY'20 Strategic Goal Updates

Mr. Sears then proceeded with a review of the FY'20 strategic goals update. Ms. Mitchell suggested that quality should be woven into the goals throughout. Mr. Sears referred to Dr. Johnson goals and noted that there were changes to the Captive PC goal that is shared by a number of the executives. A motion was made by Ms. Mitchell to approve the update to the FY'20 strategic goals, which was seconded by Ms. Anne Gioia and unanimously approved.

Ms. Mitchell moved to return to the meeting to Open Session, which was seconded by Ms. Donna Gioia and unanimously carried.
There being no further business, a motion was made by Ms. Mitchell to return to Executive Session so the Committee could do an LTIP review of the CEO strategic goal achievement. This motion was seconded by Ms. Donna Gioia and unanimously carried.

**CEO LTIP Strategic Goals for FY17, 18 & 19**

In *Executive Session*, the CEO LTIP strategic goals for FY17, 18 & 19 period were reviewed. The Committee accepted the grading of the LTIP goals and the payment of $270,938. A motion was then made by Ms. Mitchell to return to Open Session, which was seconded by Ms. Donna Gioia and unanimously carried.

Upon return to Open Session, a motion was made by to adjourn by Ms. Donna Gioia, seconded by Ms. Anne Gioia and unanimously carried.

Michael B. Sexton, Secretary