

**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 20, 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
Donna M. Gioia
Candace Johnson, President & CEO
Gail Mitchell, Esq.

Staff

Present: Errol Douglas, Vice President of Human Resources
Betsy Doty-Lampson, Administrator to Board of Directors
John Dudkowski, Compensation Analyst, Classification and Compensation
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 and welcomed all. There was a review of the draft minutes from the meeting held December 12, 2018. After review, *a motion for approval was made by Ms. Mitchell, seconded by Ms. Gioia, which was unanimously carried.*

Executive Compensation Market Update Letter for 2019

Mr. Sears reviewed the Executive Compensation update letter provided by Sullivan & Cotter for the 2019 year. He also reviewed the process that the Institute follows to obtain benchmarking over a three (3) year rolling process. A new global benchmarking is obtained from Sullivan & Cotter every third year.

Executive Salary Adjustments

Dr. Johnson reviewed Executive salary adjustments. Generally a three percent (3%) cap was utilized, although she described several of the Executives who were given market rate adjustments.

Review of Business Judgment Factors for Executive Compensation Levels

The Committee then reviewed the business judgment factors for those Executives who were above the 75th percentile and for those under the 25th percentile. *A motion was made by Ms. Gioia to approve the adjustments, seconded by Ms. Mitchell and unanimously carried.*

Upon motion by Ms. Gioia, seconded by Ms. Mitchell, the meeting proceeded to an Executive Session for the purpose of discussing the Variable Pay Program and the compensation structure for the Chief Executive Officer. That motion was unanimously approved.

Variable Pay Program, Update FY'19

The Variable Pay Program for FY'20 was reviewed. Mr. Sears made a few comments as to the process. FY'20 Variable Pay Program goals were reviewed. It was noted that shared goals need to be consistent and that this takes some time. Ms. Mitchell suggested that some of the internal audit recommendations on audits should be incorporated into the goals for some of the Executives. *A motion was made by Ms. Mitchell, seconded by Ms. Gioia to approve the FY2020 goals for the Executive Team with some fine tuning to incorporate some of the internal audit remediation recommendations. This motion was unanimously approved.*

Proposed FY'20 Organizational and Individual Goals

Summary of CEOs LTIP Goals

CEO Long-Term Incentive Plan (LTIP) Goals for FY'17, '18, '19, FY'18, '19 & '20 and for FY'19, '20 & '21

Proposed CEOs Long-Term Incentive Plan (LTIP) Goals for FY'20, '21 & '22

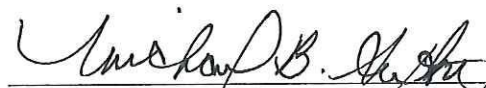
The status sheet for the CEO LTIP Goals was approved and the three year cycle for the FY'19-FY'21 LTIP was review, as were LTIP goals for FY'22 as well. Mr. Sears mentioned the complexity of the LTIP Program and indicated that perhaps this should be looked at with the compensation consultant in the near future. *Ms. Mitchell made a motion to approve the LTIP goals for FY'20-FY'22, which was seconded by Ms. Gioia and unanimously carried.*

Ms. Gioia made a motion to return to Open Session, seconded by Ms. Mitchell, and unanimously approved.

Mr. Sears suggested that an Executive Session be held to discuss the Executive Team salary adjustments and the CEO compensation package. This motion was seconded and unanimously carried.

Management was excused from the meeting at that point and the Committee entered into discussions.

After return to Open Session, *a motion was made by Ms. Mitchell to adjourn, seconded by Ms. Gioia and unanimously carried.*



Michael B. Sexton, Secretary