



Roswell Park Cancer Institute	Date Issued:	Number:
Policy and Procedure	11/15/11	Board Policy
Title: Process for Compensation Determinations for Chief Executive Officer and Management; Time and Attendance	Revision: 1 of 2	Effective Date: 04/01/15
Prepared by: General Counsel	Approved by: Michael B. Sexton, General Counsel	Page: 1 of 2

A. GENERAL STATEMENT OF POLICY

In accordance with New York State Public Authorities Law Section 2824, the Corporation adopts this policy to establish the process for determining the compensation, reimbursements and time and attendance requirements for the Chief Executive Officer and Management of the Corporation.

B. SCOPE

This policy applies to the Chief Executive Officer and Management of the Corporation.

C. ADMINISTRATION

This policy shall be administered by the Board of Directors.

D. POLICY/PROCEDURE

1. Compensation and Benefits for the Chief Executive: The Compensation for the President and Chief Executive Officer of the Corporation shall be set by the Board of Directors. The Board shall make such determinations based upon recommendations of the Board's Compensation Committee. Such recommendations shall be made by the Committee after consultations with such experts and outside consultants as the Committee determines to be necessary and appropriate, and shall involve reference to appropriate benchmarks for the compensation of chief executive officers of organizations comparable to the Corporation with special emphasis on those operating in the cancer treatment and research industry. The compensation of the Chief Executive Officer shall include a base salary set by the Board and adjusted from time to time to take into account changes in industry benchmarks, recruitment and retention considerations, the Corporation's financial status, and the specific performance of the Chief Executive Officer. The Board may, in its discretion, establish incentive compensation arrangements for the Chief Executive Officer, as additional compensation above the base salary; such incentive compensation to reflect current performance of the Chief Executive Officer and/or fulfillment of specified goals. The Chief Executive Officer shall participate in those benefit plans offered to the rank and file labor force and shall also benefit from such additional fringe benefit plans and programs as the Board shall deem appropriate for a chief executive officer of a comprehensive cancer center. As part of such additional benefit programs, the Board may establish and maintain severance arrangements, life and disability insurance, and additional pension or deferred compensation arrangements for the Chief

Executive Office, as appropriate in the industry. All benefit offerings for the Chief Executive Officer shall be in accordance with applicable and appropriate industry benchmarks as ascertained in consultation with executive compensation experts and consultants.

The Board, acting in concert with its Compensation Committee, shall review and adjust the compensation and benefits for the Chief Executive Officer from time to time, as appropriate, but not less often than annually.

2. Compensation and Benefits for Management: The Compensation and benefits of all management positions other than the Chief Executive Officer shall be set by the Chief Executive Officer after consultation with the Board Compensation Committee. The Chief Executive Officer shall base management compensation and benefit decisions upon appropriate industry benchmarks. The Chief Executive Officer shall direct the Corporation's Director of Classification and Compensation to accumulate benchmarking information, including salary surveys and expert consultations on a periodic basis but generally not less often than every two years. The Chief Executive Officer shall review and as appropriate adjust management compensation and benefits, on an individual and/or group basis, annually, and shall be permitted to make periodic individual adjustments to compensation and/or benefits for management personnel as appropriate or necessary for recruitment or retention purposes or to take into account special circumstances including performance, work load, or the financial condition of the Corporation. The Chief Executive Officer may establish and maintain for management fringe benefit programs, including severance, deferred compensation, life and disability benefits, in addition to those fringe benefits offered generally to the rank and file labor force.

Not less often than annually the Chief Executive Officer shall provide the Board Compensation Committee with a listing of management salaries, incentive compensation arrangements, and benefits. The Compensation Committee may, in its discretion, advise the Chief Executive Officer to make individual or group adjustments, as it deems appropriate and necessary considering industry benchmarks and norms.

3. Time and Attendance Rules for Chief Executive Officer and Management: Time and attendance rules for management personnel including the Chief Executive Officer are found in the Corporation's Merit Board Rules, Parts 26-32. Changes to such rules may be requested by the Chief Executive Officer by petition to the Merit Board, and shall be adjudicated in accordance with the Merit Board procedures and voting requirements.
4. Business Expense Reimbursements: The Chief Executive Officer and other management employees may, as their job duties dictate, occasionally incur reasonable and necessary business expenses associated with fulfillment of their duties. Reimbursement of such expenses shall occur pursuant to RPCI Policy and Procedures 603.1 and 1310.1. The Chief Executive Officer shall be permitted to exceed expense limitations set forth in that policy when reasonable and necessary in carrying out his/her duties in connection with faculty/administrative recruitment, Board interactions, community relations and similar activities, all of which shall be subject to oversight by the Board of Directors.

E. DISTRIBUTION

This Policy and Procedure will be distributed via the RPCI internal web page and to all holders of backup hard copies of the manual. Managers are responsible for communicating policy content to pertinent staff.