

**ROSWELL PARK CANCER INSTITUTE CORPORATION
GOVERNANCE COMMITTEE MEETING**

A meeting of the Governance Committee of the Board of Directors of Roswell Park Cancer Institute was held Wednesday, July 18, 2018 at Noon in the Patrick P. Lee Conference Room, 9th Floor of the Scott Bieler Clinical Science Center.

Present: Donna Gioia, Chair
Anne Gioia
Elyse NeMoyer
Linda Dobmeier
Candace S. Johnson, President and CEO

Excused: Michael Joseph, Chairman of the Board
Steven Weiss, Esq.
Dennis Szeffel

Staff: Betsy Doty-Lampson, Administrator to Board of Directors
Laura Krolczyk, Vice President for External Affairs
Leah Halton-Pope, Director of Government and Community Relations
Michael B. Sexton, Esq., Chief Administrative Officer,
General Counsel and Secretary
Kathryn Hineman, Esq., Deputy General Counsel

Ms. Donna Gioia brought the meeting to order at 12:20 p.m.

Ms. Donna Gioia asked for approval of the Minutes from the meeting held November 29, 2017. *Ms. Dobmeier made a motion to approve the Minutes, which was seconded by Ms. Anne Gioia and unanimously approved.*

Mr. Sexton presented a summary of the 2018 Annual Board of Directors Self-Evaluation Survey. Mr. Sexton indicated that responses significant improvement over last year and prior years. Of the 325 questions where a negative response was possible, there were only 5 negative responses. Board member responses indicate that the Board is comfortable with the level of information that it receives from management on proposed action items, with one or two members who feel the board needs more time for significant decisions.

In order to address the issue of lengthy Board consent agendas, the Committee discussed the possibility of delegating to the Finance Committee the authority to approve contracts that otherwise require Board approval. This option will be explored and discussed in future meetings.

Mr. Sexton reviewed Board conflicts that were disclosed in the 2018 Conflict of Interest disclosure process and steps taken to mitigate or address those conflicts.

Mr. Sexton provided an overview of the Policy and Procedure for Compensation Determinations for Chief Executive Officer and Senior Management. In accordance with the

Policy, senior management compensation is set based on benchmarks established through a comprehensive compensation analysis performed by an outside consultant. The outside consultant benchmarking analysis is performed every three (3) years, and an annual update letter is obtained. There were no changes to the Policy but the Board is required to review and approve the Policy annually.

Ms. NeMoyer made a motion to approve the Policy, which was seconded by Ms. Dobmeier and unanimously approved.

Ms. Donna Gioia reminded the Committee of the HANYS conference September 14-16 at the Saratoga Hilton. Ms. Krolczyk advised that since many who are interested in attending have conflicts, HANYS has indicated that some speakers may be willing to come to Roswell Park to present at the December Board retreat, if one is held this year.

Mr. Sexton provided an overview of the Policy and Procedure for Chief Executive Officer Succession Planning. Mr. Sexton advised that the Policy is currently a Board level policy but will be incorporated into Roswell Park's set of policies as well.

Ms. NeMoyer made a motion to approve the Policy, which was seconded by Ms. Donna Gioia and unanimously approved.

Ms. Krolczyk advised that Roswell Park's newest Board member, Ms. Leecia Eve, was appointed on May 14th. She is Vice President of State Government Affairs for Verizon in New York, New Jersey and Connecticut and is making arrangements to be present at the August Board meeting.

The next meeting of the Committee is scheduled for October 18, 2018.

There being no further business, a motion to adjourn was made by Ms. Dobmeier, seconded by Ms. NeMoyer and unanimously carried.


Michael B. Sexton, Secretary