



Compensation Committee Meeting
 Scott Bieler Clinical Sciences Center, 9th Floor
 Patrick P. Lee Board Conference Room
Wednesday, 3/13/2024
10:30 AM - 12:00 PM ET

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|--|---------------------------------------|---------------------------------------|
| <p>1. Chairman's Opening Remarks</p> | | R. Buford Sears |
| <p>2. Draft Minutes of December 6, 2023 Compensation Committee Meeting
 <i>Draft Minutes of December 6, 2023 - Page 2</i></p> | Approve | R. Buford Sears |
| <p>3. DEI Efforts
 <i>DEI Efforts - Page 7</i></p> | Discuss | Anthony Woods |
| <p>4. Executive Total Compensation Review Report
 <i>Executive Total Compensation Review Report - Page 11</i></p> | Discuss | R. Buford Sears |
| <p>5. Executive Salary Adjustments
 <i>Executive Salary Adjustments - Page 52</i></p> | MOTION TO MOVE INTO EXECUTIVE SESSION | Discuss
Candace Johnson |
| <p>6. Review of Business Judgment Factors for Executive Compensation Levels
 <i>Review of Business Judgment Factors for Executive Compensation Levels - Page 55</i></p> | Discuss | R. Buford
Sears/Candace
Johnson |
| <p>7. Variable Pay Program, Update for FY24

 <i>Variable Pay Program, Update for FY24 - Page 60</i></p> | Discuss | R. Buford
Sears/Candace
Johnson |
| <p>8. Proposed FY25 Organizational and Individual Goals

 <i>Proposed FY25 Organizational and Individual Goals - Page 175</i></p> | Approve | R. Buford
Sears/Candace
Johnson |
| <p>9. President & CEO Total Compensation Assessment</p> | | R. Buford
Sears/Michael Sexton |
| <p>10. Addendum to Proposed FY25 Organizational and Individual Goals
 <i>Roswell Park_Circuit Breaker Considerations_03-07-24 - Page 241</i></p> | | Anthony Woods |