



Compensation Committee Meeting

Scott Bieler Clinical Sciences Center, 9th Floor
Patrick P. Lee Board Room

Tuesday, 3/16/2021

10:30 - 11:30 AM ET

- | | | |
|---|----------------------------------|---------------------------------------|
| 1. Chairman's Opening Remarks | | R. Buford Sears |
| 2. Draft Minutes of December 9, 2020
<i>Compensation Committee Minutes DRAFT 12.09.2020</i>
<i>MBS - Page 2</i> | Approve | R. Buford Sears |
| | MOTION FOR EXECUTIVE SESSION | |
| 3. Presentation and review with Bruce Greenblatt Managing Principal - Sullivan Cotter | | |
| | MOTION TO RETURN TO OPEN SESSION | |
| 4. Executive Total Compensation Review Report
<i>Executive Total Compensation Review Report - Page 4</i> | Discuss | R. Buford Sears |
| 5. Executive Salary Adjustments
<i>Executive Salary Adjustments - Page 43</i> | Discuss | Candace Johnson |
| 6. Review of Business Judgment Factors for Executive Compensation Levels

<i>Review of Business Judgment Factors for Executive Compensation Levels - Page 46</i> | Discuss | R. Buford
Sears/Candace
Johnson |
| 7. Variable Pay Program, Update for FY21

<i>Variable Pay Program Update for FY21 - Page 50</i> | Discuss | R. Buford
Sears/Candace
Johnson |
| 8. Proposed FY22 Organizational and Individual Goals

<i>Proposed FY22 Organizational and Individual Goals - Page 115</i> | Approve | R. Buford
Sears/Candace
Johnson |
| 9. Summary of CEOs LTIP Goals

<i>Summary of CEO's LTIP Goals - Page 163</i> | Discuss | R. Buford
Sears/Candace
Johnson |
| 10. Status of CEOs Long-Term Incentive Plan (LTIP) Goals for FY19, 20 & 21, FY20, 21 & 22, and for FY21, 22 & 23

<i>Status of CEOs Long-Term Incentive Plan (LTIP) Goals for FY19, 20 & 21, FY20, 21 & 22, and for FY21, 22 & 23 - Page 164</i> | Discuss | R. Buford
Sears/Candace
Johnson |
| 11. Proposed CEOs Long-Term Incentive Plan (LTIP) Goals for FY22, 23 & 24

<i>Proposed CEO's Long-Term Incentive Plan (LTIP) Goals for FY22, 23 & 24 - Page 167</i> | Approve | R. Buford
Sears/Candace
Johnson |
| 12. President and CEO Total Compensation Assessment

<i>President and CEO Total Compensation Assessment - Page 168</i> | Discuss | R. Buford Sears |
| 13. Executive Session (if needed) | | R. Buford Sears |
| 14. Adjournment | | R. Buford Sears |

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, December 9, 2020 at 10:30 a.m. in the Patrick P. Lee Conference Room, 9th floor of the Scott Bieler Clinical Sciences Center.

Present by

Phone: R. Buford Sears, Committee Chairman (via WebEx)
Anne Gioia (via WebEx)
Donna M. Gioia (via WebEx)
Candace Johnson, President & CEO
Michael Joseph, Board Chairman (via WebEx)
Gail Mitchell, Esq. (via WebEx)

Excused:

Staff

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

Opening Remarks/Review of Minutes

Mr. Sears opened the meeting by thanking all attendees. There was a review of the draft Minutes of the Compensation Committee meeting held Wednesday, September 2, 2020. After review, *there was a motion by Ms. Mitchell to approve those Minutes, seconded by Mr. Joseph, and unanimously carried.*

Executive Total Compensation Review Report

Mr. Sears then briefly reviewed the Executive Total Compensation Report prepared by Sullivan Cotter. This is the full benchmarking study done every three (3) years by Sullivan Cotter that reviews the base, total cash and total compensation value for the entire executive team at Roswell Park. This is an extremely important document as it benchmarks all of the salaries paid to the Executives at Roswell Park. There were no questions.